Prospectus
Dated: September 26, 2016
Please read Section 26 of the Companies Act, 2013
100% Fixed Price Issue

BINDAL EXPORTS LIMITED

Our Company was originally formed and registered as a partnership firm at Surat under the Indian Partnership Act, 1932 in the name of "M/s J.B. Exports", pursuant to an Article of Agreement of Partnership dated February 04, 1997. The name of the partnership firm was changed to "M/s Bindal Exports" w.e.f. March 31, 2007 pursuant to an application made to Registrar of Firms, Surat in Form 'B' dated April 04, 2007. "M/s Bindal Exports" was then converted into a Joint Stock Company under part IX of the Companies Act, 1956 under the name of "Bindal Exports Private Limited" vide Certificate of Incorporation dated May 22, 2007 issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli bearing Corporate Identification Number U51109GJ2007PTC050915. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders' Resolution passed at the Extraordinary General Meeting of our Company held on August 29, 2016 and the name of our Company was changed to "Bindal Exports Limited" pursuant to issuance of fresh Certificate of Incorporation dated September 07, 2016 by the Deputy Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51109GJ2007PLC050915. For details of Incorporation, Change of Name and Registered Office of our Company, please refer to chapters titled "*General Information*" and "*Our History and Certain Other Corporate Matter*" beginning on page 68 and 172 respectively of this Prospectus.

Registered Office: Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India
Tel. No.: +91 026 1264 0706; **Fax No**.: +91 0261 2640705
Contact Person: Hiren Shah, Company Secretary and Compliance Officer
Email: info@bindalexports.com ; **Website**: www.bindalexports.com
PROMOTER OF OUR COMPANY: RAVINDRAKUMAR ARYA

THE ISSUE

PUBLIC ISSUE OF 12,48,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF BINDAL EXPORTS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 16 PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 6 PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. 199.68 LAKHS ("THE ISSUE"), OF WHICH 64,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 16 PER EQUITY SHARE, AGGREGATING RS. 10.24 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 11,84,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 16 PER EQUITY SHARE, AGGREGATING RS. 189.44 LAKHS IS HEREINAFTER REFERED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.13% AND 25.74% 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. 16 IS 1.6 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 302 of this Prospectus. A copy has been delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI ICDR REGULATIONS"). For further details please refer the section titled 'Issue Information' beginning on page 295 of this Prospectus.

RISKS IN RELATION TO FIRST ISSUE

This being the first public Issue of the Issuer, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10 and the Issue price of Rs. 16 per Equity Share is 1.6 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 112 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 19 of this Prospectus.**

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the SME platform of BSE Limited ('BSE'). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, our Company has received an approval letter dated September 23, 2016 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, SME Platform of the BSE shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshva Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India **Tel**: +91-22 6194 6724 **Fax**: +91-22 2659 8690 **Website:**www.pantomathgroup.com **Email:** ipo@pantomathgroup.com **Investor Grievance Id:** ipo@pantomathgroup.com **Contact Person:** Kirti Kanoria **SEBI Registration No:**INM000012110	**BIGSHARE SERVICES PRIVATE LIMITED** E/2, Ansa Industrial Estate, Saki Vihar Road Saki Naka, Andheri (East), Mumbai – 400 072 **Tel:** +91 22 40430200 **Fax:** +91 22 28475207 **Email:** ipo@bigshareonline.com **Website:** www.bigshareonline.com **Investor Grievance Id**: investor@bigshareonline.com **Contact Person:** Babu Raphael **SEBI Registration Number:** INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: FRIDAY, SEPTEMBER 30, 2016	ISSUE CLOSES ON: THURSDAY, OCTOBER 06, 2016

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

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

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

Company Related Terms

Term	Description
"Bindal Exports Limited " or "Bindal", "BEL" or "the Company" ,or "our Company" or "we", "us", "our", or "Issuer" or the "Issuer Company"	Unless the context otherwise requires, refers to Bindal Exports Limited, a public limited Company incorporated under the Companies Act, 1956
"you", "your" or "yours"	Prospective investors in this Issue
"Promoter" or "our Promoter"	Promoter of our Company being Ravindrakumar Arya
"Statutory Auditor" / "Auditor"	The Statutory Auditor of our Company, being SNK & Co., Chartered Accountants.
AOA / Articles / Articles of Association	Articles of Association of Bindal Exports Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013.
Bankers to the Company	Such banks which are disclosed as Bankers to the Company in the chapter titled "*General Information*" on page 68 of this Prospectus.
Board of Directors/ the Board / our Board	The Board of Directors of Bindal Exports Limited, including all duly constituted Committee(s) thereof.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Hiren Shah
Director(s)	Director(s) of Bindal Exports Limited, unless otherwise specified
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company
Equity Shares	Equity Shares of our Company of face value of Rs. 10 each fully paid up unless otherwise specified in the context thereof
Group Companies	Such Companies as are included in the chapter titled '*Our Group Companies*' beginning on page 193 of this Prospectus
ISIN	International Securities Identification Number. In this case being INE564V01013
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Peer Reviewed Auditor	Independent Auditor having a valid Peer Review Certificate in our case being N. K. Aswani & Co., Chartered Accountants
Promoter Group	Persons and entities constituting our promoter group in terms of Regulation 2(1) (zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled "*Our Promoter and Promoter Group*" beginning on page 188 of this Prospectus.
Registered Office	The Registered office of our Company situated at Block No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat - 395006, Gujarat, India.

Term	Description
RoC / Registrar of Companies	The Registrar of Companies, Gujarat, Ahmedabad located at ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, Gujarat, India
Shareholders	Shareholders of our Company

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allot/ Allotment/ Allotted	Unless the context otherwise requires, issue and/ allotment of Equity Shares of our Company pursuant to the Issue to successful Applicants.
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 Exchange.
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 through ASBA in terms of the Prospectus. (All the applicants should make application through ASBA only).
Application	An indication to make an offer during the Issue Period by an Applicant pursuant to submission of an Application Form, to subscribe for or purchase our Equity Shares at Issue Price, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Collecting Intermediaries / Designated Intermediaries	1. an SCSB, with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member), if any 3. 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') 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, whether physical or electronic, in terms of which the Applicant shall make an application to subscribe to the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by all Applicants to make application authorizing a SCSBs to block the application amount in the ASBA Account maintained with such SCSBs.
ASBA Account	Account maintained by an ASBA applicant with SCSBs which will be blocked by such SCSBs to the extent of the appropriate Application Amount and as defined in the Application Form.
ASBA Application	Locations at which ASBA Applications can be uploaded by the SCSBs,

Term	Description
Location(s) / Specified Cities	namely Mumbai, New Delhi, Chennai, Kolkata and Surat.
Banker(s) / Refund Banker to the Issue/Public Issue Banker(s)	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account and Refund Account will be opened and in this case being ICICI Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be allotted to successful applicants under the issue and which is described in the chapter titled *"Issue Procedure"* beginning on page 302 of this Prospectus.
Broker Centres	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 the BSE on the following link:- http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=6
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on 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/DP	A depository participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Accounts to the Public Issue Account or the amount is

Term	Description
	unblocked in the ASBA Account, as appropriate, after the issue is closed, following which the equity shares shall be allotted to the successful applicants in terms of this Prospectus.
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the website of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility
Designated Stock Exchange	SME Exchange of BSE Limited
Draft Prospectus	The Draft Prospectus dated September 12, 2016 issued in accordance with Section 26 of the Companies Act, 2013 and filed with BSE under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI.
Issue Agreement	The agreement dated September 9, 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; in this case being Thursday, October 6, 2016
Issue Opening Date	The date on which issue opens for subscription; in this case being Friday September 30, 2016
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 Applications.
Issue Price	The price at which Equity Shares are being issued and allotted by our Company under this Prospectus being Rs.16 per Equity Share of face value of Rs. 10 each fully paid.
Issue Proceeds	Proceeds to be raised by our Company through this Issue being Rs. 199.68 lakhs, for further details please refer chapter title ***"Objects of the Issue***" beginning on page 106 of this Prospectus.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 12,48,000 Equity Shares of face value Rs. 10 each fully paid of Bindal Exports Limited for cash at a price of Rs. 16 per Equity Share (the "*Issue Price*") (including a premium of Rs. 6 per Equity Share) aggregating up to Rs. 199.68 Lakhs.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and

Term	Description
	the SME Platform of BSE Limited
LM / Lead Manager	The Lead Manager for the Issue being Pantomath Capital Advisors Private Limited, SEBI registered Category I Merchant Banker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The reserved portion of 64,000 Equity Shares of face value of Rs. 10 each fully paid at an Issue Price of Rs. 16/- each to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated September 13, 2016 between our Company, Lead Manager and Market Maker.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 11,84,000 Equity Shares of face value Rs. 10/- each fully paid of Bindal Exports Limited for cash at a price of Rs. 16/- per Equity Share (the "*Issue Price*") aggregating up to Rs. 189.44 Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
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 official Gazette of India.
Non Institutional Investors or NIIs	All Applicants, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 200,000 but not including NRIs other than Eligible NRIs
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. 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. OCBs are not allowed to invest in this Issue.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust

Term	Description
	or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013 containing , *inter-alia*, the issue size, the issue opening and closing dates and other information
Public Issue Account	The Bank Account opened with the Public Issue Banker(s) to this Issue i.e. ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement	An agreement entered into on September 9, 2016 between our Company, Lead Manager, Bankers and Refund Banker to the Issue and Registrar to the Issue for collection of the application amounts on the terms and condition thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations 2009
Refund Account	Account from which Application monies to be refunded to the applicants
Refund Bank/Refund Banker	Bank which is/are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited
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 & https://www1.nseindia.com/membership/dynaContent/find_a_broker.htm
Registrar / Registrar to the Issue / RTI	Registrar to the Issue being Bigshare Services Private Limited having registered office at E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/RIIs	Individual applicants (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs. 2,00,000 in this Issue.
Revision Form	The Form used by Applicants to modify the quantity of Equity Shares in any of their Application Forms or any Previous Revision Form(s)
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in

Term	Description
	relation to listing of Equity Shares on such Stock Exchange.
Self Certified Syndicate Bank or SCSB	A Bank which is registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offers services of ASBA including blocking of bank account, a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility
SME Exchange	SME Platform of the BSE Limited
SME Platform of BSE	The SME Platform of BSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Underwriter (s)	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The Agreement dated September 9, 2016 entered into between the Underwriter and our Company.
Working Days	(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 Terms

Term	Description
ARMs	Additional Revenue Measures
ASPIRE	A scheme for Promoting Innovation and Rural Entrepreneurs
BBB	Better Business Bureaus
BMW	Bayerische Motoren Werke AG
BSE	Bombay Stock Exchange
BSE SENSEX	Sensex is an index; market indicator of the position of stock that is listed in the BSE (Bombay Stock Exchange)
BTRA	The Bombay Textile Research Association
CAGR	Compound Annual Growth Rate
CAP	Corrective Action Plan
CEO	Chief Executive Officer
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	Ministry of Development of North Eastern Region
DPP	Defence Procurement Policy
EMDEs	Emerging Market and Developing Economies
EMEs	Emerging Market Economies
FDI	Foreign Direct Investment
FOB	Free on Board /Freight on Board
FPI	Foreign Portfolio Investment
FY	Financial Year

Term	Description
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HTC	High Tech Computer Corporations
IBEF	India Brand Equity Foundation
IIP	Index of Industrial Production
IIP	Index of Industrial Production
IMF	International Monetary Fund
JV	Joint Venture
JV	Joint Venture
MAI	Market Access Initiative
MAT	Minimum Alternative Tax
MDA	Market Development Assistance
MFA	Multi-Fibre Arrangement
M-o-M	Month-On-Month
MoU	Memorandum of Understanding
MSECDP	Micro and Small Enterprises- Cluster Development Programme
MSMEs	Micro, Small and Medium Enterprises
MUDRA	Micro Unit Development & Refinance Agency Limited
MYEA	Mid-Year Economic Analysis
NER	North East Region
NITI Aayog	National Institution for Transforming India Aayog
NITRA	Northern India Textile Research Association
NMP	National Manufacturing Policy
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation
PC	Pay Commission
PMEGP	Prime Minister's Employment Generation Programme
PMMY	Pradhan Mantri MUDRA Yojana
PMO	Prime Minister's Office
PPP	Purchasing Power Parity
PPP	Public Private Partnership
RIL	Reliance Industries Limited
RIRI	Rational Investor Ratings Index
RRTUFS	The Revised Restructured Technology Up gradation Fund Scheme
SASMIRA	The Synthetic and Art Silk Mills' Research Assocaition
SEZ	Special Economic Zone
SFURTI	Scheme of Fund for Regeneration of Traditional Industries
SITP	Scheme for Integrated Textile Parks
SITRA	The South India Textile Research Association
SMEs	Small And Medium Enterprises
TADF	Technology Acquisition and Development Fund
TASL	Tata Advanced Systems Ltd
TEXPROCIL	The Cotton Textiles Export Promotion Council
TMTT	Textiles launched Technology Mission on Technical
TUFS	Textile Upgradation Fund Scheme
TUFS	Technology Up gradation Fund Scheme
UAM	Udyog Aadhaar Memorandum

Term	Description
UAN	Udyog Aadhaar Number
UNCTAD	The United Nations Conference on Trade and Development
UNIDO	United Nations Industrial Development Organisation
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
WIL	Welspun India Ltd
WPI	Wholesale Price Index

Conventional and General Terms / Abbreviations

Term	Description
A.Y./AY	Assessment Year
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AoA	Articles of Association
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as - Category I foreign portfolio investors under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as - Category II foreign portfolio investors under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as - Category III foreign portfolio investors under the SEBI FPI Regulations
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Cm	centimetre
CMD	Chairman and Managing Director
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
CS	Company Secretary
CST	Central Sales Tax
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI

Term	Description
	under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
F.Y./FY	Financial Year
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FIs	Financial Institutions
FPI(s)	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
Ft	Foot
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
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
I. T. Act	The Income Tax Act, 1961, as amended.
ICAI	Institute of Chartered Accountants of India

Term	Description
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations/Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
INR	Indian National Rupee
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
Key Managerial Personnel / KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled "*Our Management*" beginning on page 175 of this Prospectus
KVA	Kilovolt-ampere
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
LM	Lead Manager
Ltd.	Limited
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NBFC	Non Banking Finance Company
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
NI Act	Negotiable Instruments Act, 1881
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
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax

Term	Description
Pvt.	Private
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Sec	Section
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
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TNW	Total Net Worth
TRS	Transaction Registration Slip
U.S. GAAP	Generally accepted accounting principles in the United States of America
u/s	Under Section
UIN	Unique Identification Number

Term	Description
UOI	Union of India
US/ U.S. / USA/United States	United States of America
USD or US$ or $	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.	With effect from
WDV	Written Down Value
WTD	Whole-time Director
YoY	Year over year

Notwithstanding the following: -

i. In the section titled "*Main Provisions of the Articles of Association"* beginning on page 346 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

ii. In the section titled "*Financial Statements*" beginning on page 203 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

iii. In the section titled "*Risk Factors*" beginning on page 19 of this 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 Prospectus, defined terms shall have the meaning given to such terms in that chapter; and

v. In the chapter titled *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on page 235 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled *'Financial Statements'* beginning on page 203 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on April 1st of each year and ends on March 31st 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 Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled *'Financial Statements'* beginning on page 203 of this Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

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

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

Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section "Risk Factors" on page 19 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENT

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

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled *"Risk Factors"* and chapter titled *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 19 and 235 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Prospectus. Neither we, our Directors, Lead Manager, Underwriter 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 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 issue 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.

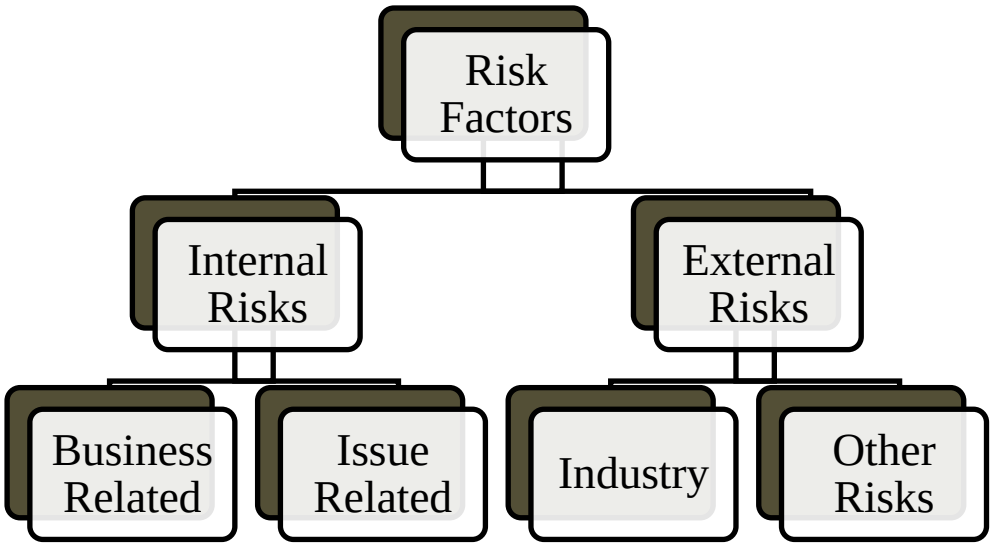
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated 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 144, "Our Industry" beginning on page 118 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 235 of this Prospectus as well as other financial information contained herein.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, 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 3 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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



INTERNAL RISKS

- **Business Related Risks**

1. ***Our Company, Group Companies and Director/Promoter are currently involved in certain civil, tax related and other proceedings. There are two criminal litigations filed by the Company. Any adverse decision in such proceedings may render us liable to liabilities and penalties and may adversely affect our business and results of operations.***

   Our Company, Promoter/Director and Group Companies are involved in certain legal and tax proceedings. Also notices have been issued to our Company under Income Tax Act, 1961, Customs and Central Excise laws which are pending in various jurisdictions; any adverse decision in such proceedings may adversely affect our business operations. There is an Appeal filed and the matter is currently pending. There various letter issued by National Sample Survey Office and Reserve Bank of India to one of our Group Companies. Documents pertaining to certain litigations i.e. LOP on GIDC, Income tax for AY 2011-12, Ravindra Arya v. Commissioner of Central Excise, Customs & Service Tax, Surat –I, etc. are not available/ascertainable/accessible; any additional penalty/liability arising out of these proceedings after the filing of this Prospectus may adversely impact the business and results of our company.

   Also, we cannot assure you that we, our directors, our promoter or group companies may not face legal proceedings in future; any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors, Group Companies, please refer the chapter titled "*Outstanding Litigations and Material Developments*" on page 246 of this Prospectus.

   Except as mentioned above, there are no legal proceedings by or against our Company, Directors, Promoters or Group Companies. A classification of legal proceedings is mentioned below:

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	**1**	**1***	**16**	**Nil**	**Nil**	**1**	**758.90**
Against the Company	**Nil**	**2***	**15**	**1**	**Nil**	**Nil**	**310.47**
Promoters							
By the Promoter	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against the Promoter	**Nil**	**Nil**	**5**	**Nil**	**Nil**	**Nil**	**79.08**
Group Companies							
By Group Companies	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against Group Companies	**Nil**	**1**	**28**	**7**	**Nil**	**Nil**	**1685.44**
Directors other than promoters							
By the Directors	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against the Directors	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

* Nil amounts

2. ***Our top 10 customers contribute around 54% of our revenues from operations for the year March 31, 2016. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top 10 customers contribute around 54% of our total revenue from operations for the year ending March 31, 2016. 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. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance

that we will be able to maintain long term relationships with such customers or find new customers in time.

3. ***Our revenue from operations and net profit after taxes are facing a declining trend from the past five years.***

The total turnover of the Company for the Financial Year 2015-16, 2014-15, 2013-14, 2012-13, and 2011-12 was Rs. 2468.23 lakhs, Rs. 2792.57 lakhs, Rs. 2864.21 lakhs, Rs. 3486.54 lakhs and Rs. 3738.35 lakhs respectively. The total turnover of the Company has reported a fall in revenue from Rs. 3738.35 lakhs in financial year 2011-12 to Rs. 2468.23 lakhs in the financial year 2015-16. Also the Net Profit of the Company has reported downfall from Rs. 8.38 lakhs in the financial year 2011-12 to Rs. 5.95 lakhs in the financial year 2015-16. Our Company has experienced a downfall during past few years due to slowdown in textile industry resulting into less orders and decline in our export operations. Further there was also a shift of focus of management and they tried venturing into other fields such as grain, dry fruits, which did not turned out to be successful. However with the textile industry gaining momentum, increased focus, enhancing market relations and further prospects, we believe that we can create considerable market and scale our business operations.

4. ***Ours is a High Volume-Low Margin Business***

Ours is a high volume low margin business. 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 procurement of raw material/ traded goods, timely sales / order execution and continuous cost control of non core activities.

For the financial year 2015-16, 2014-15 and 2013-14; our revenue was Rs. 2468.23 lakhs, 2,792.57 lakhs and 2864.21 lakhs respectively. Our Profit before Tax Margin and Profit after Tax Margin were lower than 1 % for each period.

The table below gives details of our Operating Margins and Net Profit margin based on restated financials

Particulars	2015-16	2014-15	2013-14
Total Income (Rs in lakhs)	2,468.23	2,792.57	2,864.21
EBITDA Margins (%)	4.73%	5.41%	4.15%
PBT Margins (%)	0.34%	0.01%	0.45%
PAT Margins (%)	0.24%	0.05%	0.23%

As part of our growth strategy, we aim to improve our functional efficiency and enhance our business operations. 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"* beginning on page 235 of this Prospectus.

5. ***We do not manufacture fabrics on own account and outsource such activities. Further we are also engaged in trading activities.***

   Our Company does not have its own manufacturing facility for manufacturing fabrics and outsource such activities. Any decline in the quality of fabrics manufactured or delay in delivery of products by such parties, or rise in job work charges may adversely affect our operations. Further there can be no assurance that such parties shall continuously provide their services or would not cater to demand of competitors. Any withdrawal of services from such manufacturers or supply of services to competitors at better rates may adversely affect our result of operations and future prospects. However a considerable portion of manufacturing process is also carried out by our Group Companies on our behalf ensuring qualitative products and timely delivery. Also our Company is engaged in trading operations. As the fundamental law of trading demands huge dependence on suppliers, our trading operations shall remain vulnerable to the extent of such dependence. Any irregularities, shortfall in supplies, delays in trading cycles, inability to procure or deliver the traded goods may adversely affect our financial condition and results of operations.

6. ***Our Group Companies and members of the Promoter Group are engaged in the line of business similar to our Company. There are no non-compete agreements between our Company and Group Companies/members of the Promoter Group. We cannot assure that our Promoter/Directors will not favor the interests of such Companies, members over our interest.***

   Some of our group companies and members of Promoter Group are engaged in the similar line of textiles business as of our Company. We have not entered into any non-compete agreement with any of such Companies or members. We cannot assure you that our Promoter/Directors who have common interest in such Companies or with such members will not favour their interest over our interest. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Companies/ members of Promoter Group in circumstances where our respective interests diverge. In cases of conflict, our Promoter/Directors may favour other companies or members in which our Promoter has interests. There can be no assurance that our Promoter or our Group Companies or members of the Promoter Group or Directors will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to the Chapter titled "Our Group Companies" and "Our Promoter and Promoter Group" on page 193 and page 188 respectively of this Prospectus.

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

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

Particulars	For the year ended				
	2016	2015	2014	2013	2012
A. Current Assets					
A. Inventories	745.35	671.40	689.37	774.05	833.44
B. Trade Receivables	519.54	899.15	1,084.36	902.57	923.81
C. Cash and Bank Balances	9.16	27.00	8.42	9.99	48.96

Particulars	For the year ended				
	2016	2015	2014	2013	2012
D. Short Term Loans & Advances	328.53	191.49	259.97	369.04	298.32
B. Current Liabilities					
A. Trade Payables	180.25	319.00	408.75	199.72	404.60
B. Other Current Liabilities	40.64	58.69	11.35	9.56	58.11
C. Short Term provision	11.66	10.24	7.47	10.79	3.48
Working Capital (A-B)	**1,370.04**	**1,401.10**	**1,614.53**	**1,835.58**	**1,638.33**
Inventories as % of total current assets	46.51	37.53	33.76	37.65	39.60
Trade receivables as % of total current assets	32.42	50.26	53.10	43.91	43.90

Our business is working capital intensive and involves a lot of investment in inventory as well as debtors. Our Company intend to continue growing by reaching out to newer customers and also increasing the sales in the existing customers. All these factors may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled "Objects of the Issue" beginning on page 106 of this Prospectus.

8. ***We generally do business with our customers on purchase order basis and do not enter into long-term contracts with most of them.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers nor has any marketing tie up for our products. Further, our Company has not appointed any exclusive agents for handling it's overseas operations. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

9. ***Our Company has made non compliances and lapsed/made delay in certain filings under various Statutory Acts applicable to it in the past years.***

Our Company has made delay in certain filings under various Statutory Acts applicable to it in the past years. Due to these delays in filings, our Company had on several occasions paid the requisite late fees. Although they have not been furnished with any notices by the RoC/any other statutory authority with respect to this non-compliance, such non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company has appointed a whole time Company Secretary and is in the process of setting up a system to ensure that requisite filings are done within the applicable timelines.

10. ***We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business; some of the approvals are required to be transferred in the name of Bindal Exports Limited from Bindal Exports Private Limited pursuant to conversion and change of name of our company and any failure or delay in obtaining such approvals or renewal of the same in a timely manner may adversely affect our operations.***

We require a number of approvals, licenses, registrations and permits in the ordinary course of 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. We were a private limited company in the name of ―Bindal Exports Private Limited. After complying with the relevant procedure of Companies Act, 2013, the Company was converted into a public limited company followed by a change of name of the company to ―Bindal Exports Limited. We shall be taking necessary steps for transferring the approvals in new name of our company. In case we fail to transfer/ obtain the same in name of the company, the same may adversely affect our business operations.

Further, the original copy of allotment of Tax Deduction Account Number (TAN) is currently not traceable by the company. Further, the Certificate of Registration with The Southern Gujarat Chamber of Commerce and Industry with membership number L-2915 is in the Name of "J. B. Exports" and company has not applied for change of name to "Bindal Exports Limited". Further, we have not yet applied for Registration for Employees' State Insurance under Employees' State Insurance Act, 1948.

Any failure to apply for and obtain the required approvals, licences, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licences, registrations and permits would result in a delay in the our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

For further details, please refer the Chapter "Government and other Statutory Approvals" on page 279 of this Prospectus.

11. ***Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.***

Our products depend on customer's expectations and choice or demand of the customer and trends in the fashion industry. Any failure to maintain the quality standards of our products may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

12. ***In previous years, our Company had ventured into diversified business avenues but has discontinued such business ventures at present.***

Our Company had ventured into business of green Moong and cashew in the year 2015-16 and 2014-15 respectively. We have valid Registration cum Membership Certificate issued by Agricultural and Processed Food Products Export Development Authority (APEDA) for carrying out such business. However, we have not been able to achieve success in these lines of business and such operations do not form part of the core business of our Company. Although the Company had generated revenue from such operations in previous years, we will not be continuing into these businesses other than

for sale of stock in possession, if any. Also, we may not be able to sell such stock at profitable prices or at all which may cause our Company to incur losses.

13. Some of our Group Companies has incurred losses in the last three fiscal years and have negative Networth as on date of the last audited financials.

Sustained financial losses by our Group Companies may not be perceived positively by external parties such as customers, bankers, suppliers etc, which may affect our credibility and business operations. Our Group Companies, Laurel Apparels Private Limited, J B Infomatics Private Limited Kadodara Power Private Limited and Surat Integrated Textile Park Private Limited have incurred losses in previous years:

Financial Performance of Laurel Apparels Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2015	2014	2013
Paid up Capital	4.50	4.50	4.50
Reserves & Surplus	(16.58)	(16.60)	(16.47)
Networth	(12.07)	(12.10)	(11.96)
Sales and other income	0.50	-	0.37
Profit/loss after tax	0.03	(0.13)	(0.21)

** M/s. Laurel Apparels Private Limited has not yet prepared financial statements for Financial Year 2015-16*

Financial Performance of J B Infomatics Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2015	2014	2013
Paid up Capital	1.00	1.00	1.00
Reserves & Surplus	0.28	(0.15)	(0.14)
Networth	1.28	0.85	0.86
Sales and other income	-	0.12	-
Profit/loss after tax	0.01	(0.01)	(0.01)

** M/s. J.B. Infomatics Private Limited has not yet prepared financial statements for Financial Year 2015-16.*

Financial Performance of Jayvik Machineries Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2015	2014	2013
Paid up Capital	4.02	4.02	4.02
Reserves & Surplus	69.66	69.54	69.66
Networth	73.68	73.57	73.68
Sales and other income	-	-	-
Profit/loss after tax	(0.08)	(0.12)	(0.00)

** M/s. Jayvik Machineries Private Limited has not yet prepared financial statements for Financial Year 2015-16.*

Financial Performance of Jaybharat Finstock Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2015	2014	2013
Paid up Capital	3.90	3.90	3.90
Reserves & Surplus	8.18	9.48	8.90
Networth	12.09	13.38	12.81
Sales and other income	-	1.44	0.58
Profit/loss after tax	(1.18)	0.57	0.03

** M/s. Jaybharat Finstock Private Limited has not yet prepared financial statements for Financial Year 2015-16.*

Financial Performance of Jaybharat Filaments Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2016	2015	2014
Paid up Capital	5.00	5.00	5.00
Reserves & Surplus	6.62	5.65	7.33
Networth	11.62	10.65	12.33
Sales and other income	741.95	281.39	860.46
Profit/loss after tax	0.97	(1.68)	1.50

Financial Performance of Kadodara Power Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2015	2014	2013
Paid up Capital	45.00	45.00	45.00
Reserves & Surplus	155.50	157.19	162.72
Networth	200.50	202.19	207.72
Sales and other income	2.70	6.53	164.18
Profit/loss after tax	(1.69)	(5.53)	(20.46)

** M/s. Kadodara Power Private Limited has not yet prepared financial statements for Financial Year 2015-16.*

Financial Performance of Surat Integrated Textile Park Private Limited

(Rs in lakhs)

Particulars	For The Year Ended		
	2015	2014	2013
Paid up Capital	1.02	1.02	1.02
Reserves & Surplus	(0.68)	(0.58)	(0.48)
Networth	0.34	0.44	0.54
Profit/loss after tax	(0.09)	(0.11)	(0.09)

** M/s. Surat Integrated Textile Park Private Limited has not yet prepared financial statements for Financial Year 2015-16.*

Further our Company M/s Jaybharat Finstock Private Limited has invested in Subh Vijay Syntex Private Limited and M/s. Sindhu Apparels Private Limited. These Companies have not filed financials for last three years.

There can be no assurance that our Group Company (ies), will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses.

14. We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.

Our Company caters to both domestic & export markets. A considerable portion of our revenue from operations is made up from export sales; the realization for such export operations is in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

15. We have discontinued the product range of textiles made ups.

Our Company was involved in the business of textiles made ups such as scarves, stoles, flags and sarongs in the past. We used to manufacture made ups for domestic as well as international market. However as on date of this Prospectus, these operations are discontinued by our Company. Such discontinuance may result in loss in revenue from such operations. However our management believes that the present scale of operations was not too huge and in the interest of operating efficiencies, it was better to discontinue such operations. However if in future it comes across any good business opportunity in this segment it may consider taking up the same as it has the requisite skills to take up the contract.

16. The Promoter Group of our Company does not include certain relatives of our Promoter and/or entities in which these persons may have any interest.

The Promoter Group of our Company does not include certain relatives of our Promoter and/or any entities in which they jointly or severally may have an interest. The aforesaid relatives fall under the definition of 'immediate relatives' as per the SEBI ICDR Regulations but, as such, do not form part of the 'Promoter Group' and nor does they hold any equity shares in our Company. Our Promoter has submitted that information related to business/financial interest held by the said relatives is not accessible for the purpose of disclosure in the Draft Prospectus/Prospectus. Also the said persons through their respective declarations have expressed their unwillingness to be constituted under the 'Promoter Group' of the Company and have requested that consequently their entities should also not be considered to be part of our 'Promoter Group' and 'Group Companies. Thus these immediate relatives are treated as disassociated from the promoter group though there are no formal disassociation agreements with them. Therefore, the disclosures made in this Prospectus are limited to the extent of information that has been made available in relation to Promoter Group and Group companies. For further details, please refer to chapters titled "Our *Promoter and Promoter Group*" and *"Our Group Companies"* beginning on page 188 and 193 of this Prospectus.

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

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

Rs in Lakhs

Particulars	For the year ended				
	2015-16	2014-15	2013-14	2012-13	2011-12
Cash Flow from / (used in) Operating Activities	117.49	349.66	345.56	(89.58)	338.33
Cash Flow from / (used in) Investing Activities	(5.13)	(10.17)	(2.94)	3.50	(16.51)
Cash Flow from / (used in) Financing Activities	(130.19)	(320.92)	(344.20)	47.11	(300.28)

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.

18. There are certain qualifications in the restated financial statements of our Company.

As per SEBI (ICDR) Regulations, our Company is required to provide breakup of our revenue from operations into revenue from manufacturing operations, revenue from trading operations and revenue from products not normally dealt in by the Company in the restated financials for the past five years. Our Company supplies products by outsourcing manufacturing operations and also is engaged in trading operations Further we are also required to provide geographical segment information as we have sales from both domestic and export operations However being an SME and not being required to report such data under any other statutory compliance, we have not maintained this data. Hence we were not in a position to produce such data for the purpose of restated financial statements. We are in the process of updating our accounting systems so as to ensure maintenance of such data in the henceforth periods.

19. Our Company does not own the land on which our registered office and stitching unit are located. Any dispute in relation to the said premises would have a material adverse effect on our business and results of operations.

We operate from our registered office situated at Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India and stitching unit situated at P-216, Kadodara Char Rasta, Kadodara, Taluka: Palsana, Surat - 395225, Gujarat, India. The land on which our registered office and stitching unit are located is owned by the Bindal Silk Mills Private Limited (BSMPL), one of our group companies and we have not entered into any formal lease agreement with them. Our company has entered a Memorandum of Understanding (MOU) with the BSMPL for use of both the premises along with amenities placed there, for free of cost. If the BSMPL intends to cancel the MOU in future, it would have an adverse effect on our operations, requiring us to shift our registered office and stitching facility to a new location or to enter a lease agreement with BSMPL whereby we have to pay a considerable amount of rent to it and there can be no assurance that the arrangement our Company enter into in respect of the same would be on such terms and conditions as the present one. We cannot assure you that we will have the right to occupy, the aforementioned premises in future, or that we will be able to continue with the uninterrupted use of this property, which may impair our operations and adversely affect our financial condition. Further, in the absence of any formal agreements; we may not be able to enforce our rights in the event of a dispute. For further details of our Land and Properties, please refer to the chapter titled "Our Business" on page 144 of this Prospectus.

20. We face competition in our business from organized and unorganized players, which may adversely affect our business operations and financial condition.

The textile industry is highly and increasingly competitive and unorganised, and our results of operations and financial condition are sensitive to, and may be materially adversely affected by competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations.

The textile segment which we cater to is fragmented and continues to be dominated by unorganised suppliers. Further we are situated in Surat, which is considered as the textile hub of the nation, having huge textile business in an unorganised sector especially on small and medium scale. Textile industry also has many large conglomerates giving further competition to players like us. We compete primarily on the basis of quality, customer satisfaction and marketing. We believe that in order to compete effectively, we must continue to maintain our reputation, be flexible and prompt in responding to rapidly changing market demands and customer preferences, and offer customer a wide variety of fabrics at competitive prices. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

21. 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 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.

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

Our Company uses third party transportation 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.

23. 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 business 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 to our business operations due to disputes or other problems with our work force in the past; there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

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

24. We do not have any offshore office or business place to look after our Export Operations

We cater our products to both domestic as well as international markets. We sell significant portion of our products to textiles traders based outside India who cater to the international market at the end user level. However, we do not have any offshore office as a result of which we may not be able to capitalize on opportunities offered by the evolving international apparel market and our customers in a timely manner. Operations of our Company are handled from registered office and Stitching facility both located at Surat. Apart from this, our Company does not have any place of business overseas either in the nature of liaison office or corporate office. We have not appointed any agents abroad to look after our business operations. Due to this, we may not be able to expand our business effectively in the international market, thereby affecting the results of operations and profitability.

25. Our Company has no formal supply agreement or contract with our vendors/suppliers for the uninterrupted supply of major raw materials and traded goods. Our business may be adversely affected if there is any disruption in the raw material supply or traded goods.

We do not have any formal agreements with our vendors/suppliers as we operate on a purchase order system. Due to the absence of any formal contract with our vendors/suppliers, we are exposed to the risks of irregular supplies or no supplies at all and delayed supplies which would materially affect our results of operations. In the event of any disruption in the raw materials/traded goods supply or the non availability of raw materials/traded goods, the production schedule may be adversely affected impacting the sales and profitability of the Company. In the event the prices of such raw materials/traded goods were to rise substantially, we may find it difficult to make alternative arrangements for supplies of our raw materials/traded goods, on the terms acceptable to us, which could materially affect our business, results of operations and financial condition. Our management believes that we maintain good relations with our suppliers and we shall also not face any challenge in finding new suppliers if required.

26. *Our Company has certain contingent liability, which if materialize may adversely affect our financial conditions.*

As on March 31, 2016, our Company has following contingent liabilities as per restated financials of the Company:

Particulars	Amount (Rs in Lakhs)
Claims against the Company / disputed liabilities not acknowledged as debts	
In respect of income tax	0.93
In respect of excise/ custom matters	296.29
In respect of Sales tax	28.91

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled "*Financial Statements*" on page 203 of this Prospectus.

27. *Introduction of alternative textile materials caused by changes in technology or consumer preferences may affect demand for our existing products which may adversely affect our financial results and business prospects.*

Our products are used mainly by manufacturers of readymade garments / garment houses that require fabric materials for manufacturing apparel. Our business is affected by change in technology, consumer preferences, market perception of brand, attractiveness and convenience. Our ability to anticipate such changes and to continuously develop and introduce new and enhanced products successfully on a timely basis will be a key factor in our growth and business prospects. There can be no assurance that we will be able to keep pace with the technological advances that may be necessary for us to remain competitive. Further, any substantial change in preference of consumers who are end users of our products will affect our customers' businesses and, in turn, will affect the demand for our products. Any failure to forecast and/or meet the changing demands of textile business and consumer preferences may have an adverse effect on our business, profitability and growth prospects.

28. *Our inability to maintain an optimal level of inventory for our business may impact our operations adversely.*

Our daily operations largely depend on consistent inventory control which is generally dependent on our projected sales in different months of the year. It also largely depends on the fashion forecast and trends for the forthcoming season. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a range of finished textiles. If we over-stock inventory, our required working capital will increase and if we under-stock inventory, our ability to meet consumer demand and our operating results may be adversely affected. Any mismatch between our planning and the actual off take by customers can impact us adversely.

29. *Our cost of production and trading activities is exposed to fluctuations in the prices of materials.*

Our Company is dependent on third party suppliers for procuring the traded goods as well as the raw material. We are exposed to fluctuations in the prices of these raw materials/ traded goods as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production/ trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material/ traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our

business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production/trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

30. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.

As on date of this Prospectus, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, debts, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled *"Objects of the Issue"* beginning on page 106 of this Prospectus.

31. Our lenders have charge over our movable properties in respect of finance availed by us.

Our Company have taken secured loan from banks by creating a charge over our movable and immovable properties in respect of loans/facilities availed by us. The total amounts outstanding and payable by us for secured loans were Rs. 888.80 lakhs as on March 31, 2016. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on our business, financial condition and results of operations. For further details please refer to "*Annexure* VII- *Details of Long Term Borrowings as Restated"* and "*Annexure* IX- *Details of Short Term Borrowings as Restated"* of chapter titled *"Financial Statements as Restated"* beginning on page 203 and Financial Indebtedness in chapter titled *"Financial Indebtedness"* on page 244 of this Prospectus.

32. 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 insurance policies consist of, among others, standard fire and special perils, earthquake, etc. 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. Further 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.

33. Within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page 106 of this Prospectus, our Company's management will have flexibility in applying proceeds of the Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

We intend to use fresh Issue Proceeds towards working capital requirements, general corporate purposes and to meet the issue expenses. We intend to deploy the Net Issue Proceeds in Financial Year 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 106 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled *"Objects of the Issue"* beginning on page 106 of this Prospectus, the management will have flexibility in applying the proceeds received by our Company from the Issue. However, the company shall comply with Section 27 of the Companies Act, 2013 before varying the Objects of the Issue. The Audit Committee will monitor the utilisation of the proceeds of this Issue.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see *"Dividend Policy"* on page 202 of this Prospectus.

35. 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.

36. Our success depends largely upon the services of our Directors, Promoter 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, Promoter 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.

37. Our Promoter has given guarantees in relation to certain debt facilities provided to us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.

Our Promoter has given personal guarantee and collateral security in respect of the loan availed by us. In the event that any of these guarantees/collaterals are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could significantly affect our financial condition and cash flows.

38. Our trademark is not registered under the Trademark Act, 1999 and our ability to use the said trademark may be impaired as we may not be able to protect and/or maintain the same.

Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. Our Company's business may be adverse affected due to our inability to protect our existing and future Intellectual Property Rights. Currently, we do not have registered trademarks for our Company logo under the Trade Marks Act, 1999. We have filed an application for registration of our Company trademark, which is pending with the Registrar of Trademark. Our application for the registration of such trademark may be opposed by third parties.

Consequently, we do not enjoy the statutory protections accorded to registered trademarks in India for the said logo of our company. This may affect our ability to protect our trademark in the event of any infringement of our intellectual property.

For further details, please refer the chapter "Government and other Statutory Approvals" on page 279 of this Prospectus.

39. Our Company exports our products to countries including United Arab Emirates, United Kingdom, Egypt, Iran, Singapore, Malaysia, Yemen etc. Any adverse events affecting these countries could have a significant adverse impact on our results from operations.

We derive a considerable amount of revenue from operations from export sales. Our Company exports its products to many countries namely United Arab Emirates, United Kingdom, Egypt, Iran, Singapore, Malaysia, Yemen etc. Consequently, any adverse changes in these economies such as slowdown in the economy, appreciation of the Indian Rupee vis-à-vis the currencies of these economies, acts of terrorism or hostility targeting these countries, etc. would directly impact our revenues and results from operations. In the event of change in policies or laws in these regions with respect to quality standards, branding or restrictions on usage of certain products/raw materials from our country, we may be required to change or update our mode of operations or products which may consequently affect our financial condition and business operations. In case of any contingencies in future due to which we are unable to operate effectively in these markets, our results from operations, revenues and profitability may be adversely affected.

40. We could become liable to our customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity

Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

41. 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, dividend entitlement, if any etc.

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, dividend entitlement, if any. For further information, see *"Capital Structure"* and *"Our Management"* and "Related Party Transactions" beginning on pages 76, 175 and 201, respectively, of this Prospectus.

42. Our Promoter 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 Promoter and members of the Promoter Group will collectively own 72.87% of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over 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 Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or 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.

43. We have issued Equity Shares in the last twelve months, the price of which is lower than the Issue Price.

Our Company has issued 13,80,400 Equity Shares as bonus shares in the ratio of 7 shares for every 10 shares held to our shareholders during the last twelve months. For further details of Equity Shares issued, please refer to chapter titled, "Capital Structure" beginning on page 76 of this Prospectus.

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

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

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

Our Company has entered into transactions with our certain related parties. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future.

There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to "Annexure XXIV Related Party Transactions" in Section "Financial Statements as restated" beginning on page 203 of this Prospectus.

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

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. 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 consents necessary to take the actions that we believe are required to operate and grow our business.

For further details in this regard, including approvals obtained from our lenders for this Issue, please refer chapter titled '*Financial Indebtedness'* beginning on page 244 of this Prospectus.

47. 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 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 risk**

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

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

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

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

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

g. Significant developments in India's environmental regulations.

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

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

The Issue Price of our Equity Shares has been determined by fixed price method. This price is be based on numerous factors (For further information, please refer chapter titled *"Basis for Issue Price"* beginning on page 112 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

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

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchange, we are required to refund all monies collected to investors.

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

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

EXTERNAL RISK FACTORS

Industry Risks

53. 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

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

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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of equity shares

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

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

As stated in the reports of the Auditor included in this Prospectus under chapter "Financial Statements as restated" beginning on page 203, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

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

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

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

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

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

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

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization

could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

While facts and other statistics in this Prospectus relating to India, the Indian economy and the Textile industry 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 118 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting

requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

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

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

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

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

India has experienced natural calamities such as earthquakes, 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.

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

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

PROMINENT NOTES

1. Public Issue of 12,48,000 Equity Shares of face value of Rs. 10/- each of our Company for cash at a price of Rs. 16/- per Equity Share (including a share premium of Rs. 6/- per equity share) ("Issue Price") aggregating upto Rs. 199.68 Lakhs, of which 64,000 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

11,84,000 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 27.13% and 25.74%, 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 68 of this Prospectus.

3. The pre-issue net worth of our Company is Rs. 629.49 Lakhs as on March 31, 2016. The book value of each Equity Share is Rs. 18.78 as of March 31, 2016 as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 203 of this Prospectus.

4. The average cost of acquisition per Equity Share by our Promoter is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ravindrakumar Arya	15,30,000	5.88

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled *"Capital Structure"* beginning on page number 68 of this Prospectus.

5. Our Company has entered into related party transactions during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer *Annexure "*XXIV*" "Related Party Transactions"* under chapter titled *"Financial Statements as restated"* beginning on page 203 of this Prospectus.

6. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled *"Issue Structure"* beginning on page 300 of this Prospectus.

7. Except as disclosed in the chapter titled *"Capital Structure", "Our Promoter and Promoter Group*", "Our Group Companies", "*Our Management*" and *"Related Party Transaction"* beginning on pages 76, 188, 193 and 201 respectively, of this Prospectus, none of our Promoter, Group Companies, Directors or Key Management Personnel has any interest in our Company.

8. Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 76 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.

9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.

10. Investors are advised to refer to the chapter titled *"Basis for Issue Price"* beginning on page 112 of this Prospectus.

11. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Prospectus with the Stock exchange.

12. Our Company was originally formed and registered as a partnership firm at Surat under the Indian Partnership Act, 1932 in the name of "M/s J.B. Exports", pursuant to an Article of Agreement of Partnership dated February 04, 1997. The name of the partnership firm was changed to "M/s Bindal Exports" w.e.f. March 31, 2007 pursuant to application made to Registrar of Firms, Surat in Form 'B' dated April 04, 2007. "M/s Bindal Exports" was then converted into a Joint Stock Company under part IX of the Companies Act, 1956 under the name of "Bindal Exports Private Limited" vide Certificate of Incorporation dated May 22, 2007 issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli bearing Corporate Identification Number

U51109GJ2007PTC050915. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders' Resolution passed at the Extraordinary General Meeting of our Company held on August 29, 2016 and the name of our Company was changed to "Bindal Exports Limited" pursuant to issuance of fresh Certificate of Incorporation dated September 07, 2016 by the Deputy Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51109GJ2007PLC050915. For further details of change of name and registered office of our Company, please refer to chapter titled '*Our History and Certain Other Corporate Matters*' beginning on page 172 of this Prospectus.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

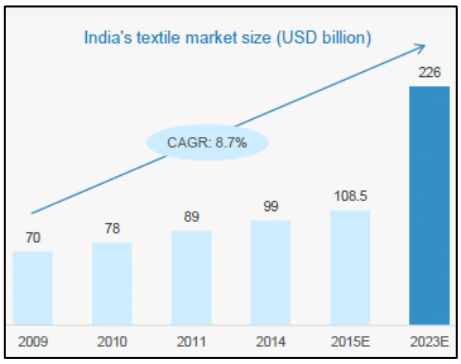
The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified 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 Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 19 and 203 respectively of this Prospectus before deciding to invest in our Equity Shares.

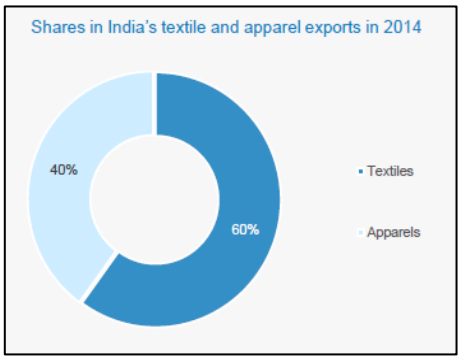
INTRODUCTION TO TEXTILE INDUSTRY

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for ~14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share. The domestic textile and apparel industry in India is estimated to reach US$ 141 billion by 2021 from US$ 67 billion in 2014. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing.

Textile and apparel exports from India are expected to increase to US$ 82 billion by 2021 from US$ 40 billion in 2014. Readymade garments remain the largest contributor to total textile and apparel exports from India. In FY15 the segment had a share of 40 per cent of all textile and apparel exports. Cotton and man-made textiles were the other major contributors with shares of 31 per cent and 16 per cent, respectively. Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. Foreign direct investment (FDI) in textile sector increased to US$ 1,587.8 million in FY15 from US$ 1,424.9 million in FY14. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). To promote apparel exports, 12 locations have been approved by the government to set up apparel parks for exports. As per the 12th Five Year Plan, the Government plans to provide a budgetary support of US$ 4.25 billion to textiles. Free trade with ASEAN countries and proposed agreement with European Union will also help boost exports.

(Source: Indian Textiles and Apparel Industry Analysis - India Brand Equity Foundation www.ibef.org)





(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

GLOBAL ECONOMIC ENVIRONMENT

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 over's 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 73/4 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)

OUTLOOK FOR GROWTH

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

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

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

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

- To measure the demand for India's exports, we calculate a proxy-weighted average GDP growth rate of India's export partners. The weights are the shares of partner countries in India's exports of goods and services. We find that this proxy for export demand growth declined from 3.0 percent in 2014 to 2.7 per cent in 2015, which helps explain the deceleration in India's non-oil exports, although the severity of the slowdown—in fact, a decline in export volume—went beyond adverse external developments. Current projections by the IMF indicate that trading partner growth this demand will improve marginally this year to about 2.8 percent. But the considerable downside risks suggest that it would be prudent not to count on a big contribution to GDP growth from improving export performance.

- On the domestic side, two factors could boost consumption. If and to the extent that the Seventh Pay Commission (7th PC) is implemented, increased spending from higher wages and allowances of government workers will start flowing through the economy. If, in addition, the monsoon returns to normal, agricultural incomes will improve, with attendant gains for rural consumption, which over the past two years of weak rains has remained depressed.

- Against this, the disappearance of much of last year's oil windfall would work to reduce consumption growth. Current prospects suggest that oil prices (Indian crude basket) might average US$ 35 per barrel next fiscal year compared with US$ 45 per barrel in 2015-16. The resulting income gain would amount roughly equivalent to 1 percentage point of GDP – an 18 per cent price decline times a share of net oil imports in GDP of 6 percent. But this would be half the size of last year's gain, so consumption growth would slow on this account next year.

- According to analysis done by Credit Suisse, (non-financial) corporate sector profitability has remained weak, falling by 1 percent in the year to December 2015.This decline reflected a sharp deterioration in the financial health of the metals—primarily steel—companies, which have now joined the ranks of companies under severe financial stress. As a result, the proportion of corporate debt owed by stressed companies, defined as those whose earnings are insufficient to cover their interest obligations, has increased to 41 percent in December 2015, compared to 35 percent in December 2014.3 In response to this stress, companies have once again been compelled to curb their capital expenditures substantially.

- Finally, the path for fiscal consolidation will determine the demand for domestic output from government. The magnitude of the drag on demand and output will be largely equal to the size of consolidation, assuming a multiplier of about 1.

- There are three significant downside risks. Turmoil in the global economy could worsen the outlook for exports and tighter financial conditions significantly. Second, if contrary to expectations oil prices rise more than anticipated, this would increase the drag from consumption, both directly, and owing to reduced prospects for monetary easing. Finally, the most serious risk is a combination of the above two factors. This could arise if oil markets are dominated by supply-related factors such as agreements to restrict output by the major producers.

- The one significant upside possibility is a good monsoon. This would increase rural consumption and, to the extent that it dampens price pressures, open up further space for monetary easing.

- Putting these factors together, we expect real GDP growth to be in the 7 to 7 $^{3/4}$ per cent range, with downside risks because of on-going developments in the world economy. The wider range in the forecast this time reflects the range of possibilities for exogenous developments, from a

rebound in agriculture to a full-fledged international crisis; it also reflects uncertainty arising from the divergence between growth in nominal and real aggregates of economic activity.

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

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

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

India has made striking progress in its contribution to the global growth of Gross Domestic Product (GDP) in Purchasing Power Parity (PPP) terms. PPP represents the number of units of a country's currency required to purchase the same amount of goods and services in the domestic market as the US dollar would purchase in the United States, thus adjusting for purchasing power differentials between currencies in relevant markets. India's contribution to global growth in PPP terms increased from an average of 8.3 per cent during the period 2001 to 2007 to 14.4 per cent in 2014. During the 1990s, the US's contribution to the global GDP growth in PPP terms was, on an average, around 16 percentage points higher than India's. The picture changed dramatically in 2013 and 2014 when India's contribution was higher than that of the US by 2.2 and 2.7 percentage points respectively. During 1991-2014, low growth in Japan (0.9 per cent annually) resulted in its low contribution (1.5 per cent) to global growth. India and China constitute 42.5 per cent and 53.2 per cent respectively of the total PPP measure of the lower-middle income countries and upper-middle income countries; and hence those country groups largely reflect India's and China's patterns.

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

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

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

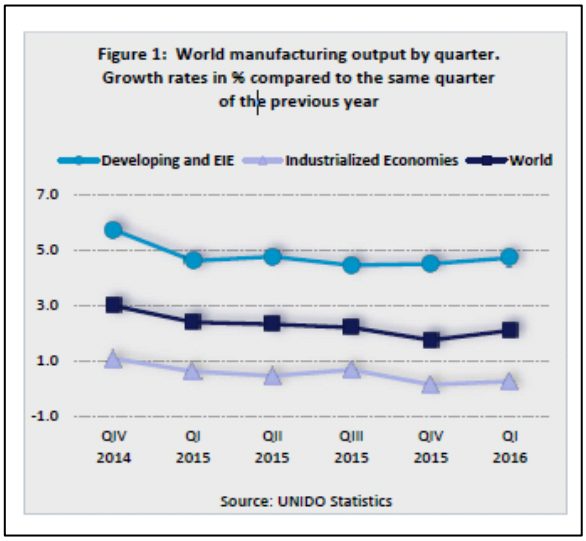
GLOBAL MANUFACTURING SECTOR

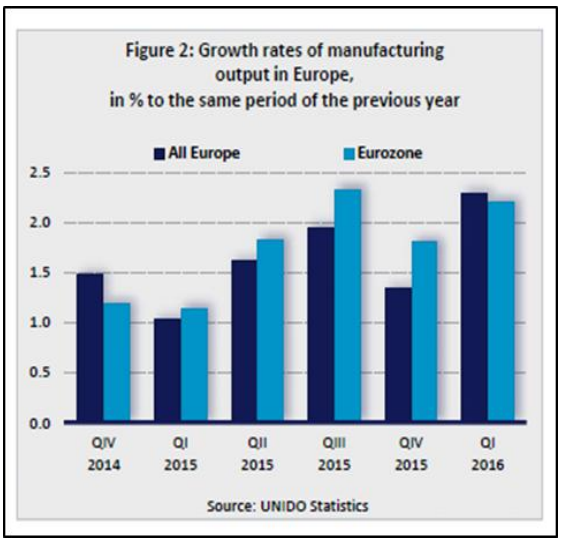
World manufacturing growth in the first quarter of 2016

World manufacturing growth continued to be sluggish in the first quarter of 2016 due to the fragile recovery process in industrialized economies and significantly weakened growth prospects in developing and emerging industrial economies. China, which has emerged as the largest global manufacturer in the aftermath of the protracted economic crisis, has entered a transition period and has adopted a more balanced pace, thus pushing the average industrial growth of emerging industrial economies downward. World manufacturing growth has also been affected by the generally lower growth pace in the United States and Japan, the second and third largest manufacturers in the world. Increasing pressure associated with financial volatility and falling oil prices has contributed to the instability of manufacturing growth in industrialized economies.

Despite the protracted period of low growth in industrialized as well as in developing and emerging economies, there is no sign of an imminent recession in global industrial production. World manufacturing output rose by 2.1 per cent in the first quarter of 2016 compared to the same period of

the previous year, which is slightly higher than 1.8 per cent growth estimated for the last quarter of 2015. The production of durable goods, motor vehicles and consumer electronics is rising in industrialized and in developing economies. These positive growth trends were observed across country groups (Figure 1).





Industrialized economies marginally increased their quarterly growth rate in the first quarter of 2016 to 0.3 per cent from 0.2 per cent in the previous quarter. Some improvement in growth performance was observed in Europe, where manufacturing output rose by 2.3 per cent in the first quarter of 2016 compared to the same period of the previous year. The growth of manufacturing output slightly increased in North America in the first quarter of 2016, but was still below 1.0 per cent. East Asia experienced a major blow, with manufacturing output dropping by nearly 3.0 per cent in the first quarter of 2016. Production decline was reported in two of East Asia's major manufactures, Japan and the Republic of Korea. Japan's yen began rising against other major currencies against the backdrop of an increased trade balance due to an earlier export surge, which has adversely affected manufacturing production in recent months. Production decline in East Asia had a negative impact on the manufacturing growth of industrialized countries as a whole.

Manufacturing growth in developing and emerging industrial economies remains weak due to a further slowdown in capital inflows from industrialized economies and a significant decline in exports. The slow recovery of industrialized economies and their dependence on external markets has exposed domestic structural problems in developing and emerging industrial economies, which have now been further compounded due to falling oil prices, compression of demand in domestic markets and high fluctuation in commodity prices. The downward trend of net capital inflows to developing economies continued, while exports from developing economies dropped by 13.0 per cent in 2015 (UNCTAD).

Despite the prolonged period of weak growth, developing and emerging industrial economies contributed around 90.0 per cent of global manufacturing growth in the first quarter of 2016. Manufacturing output in developing and emerging industrial economies has increased by 4.7 per cent in the first quarter, slightly higher than in the previous quarter (4.5 per cent). As depicted in Figure 1, the pace of growth in both country groups exhibit similar trends but the level of growth has been consistently higher in developing and emerging industrial economies than in industrialized countries. However, growth performance varied considerably among the regions. While Asian economies persevered, manufacturing output dropped in Africa and Latin America. Manufacturing output declined in Egypt and South Africa in the first quarter of 2016. Similarly, a sharp plunge in production was observed in Brazil as a result of overall economic recession.

(Source: World Manufacturing Production- Statistics for Quarter I, 2016; United Nations Industrial Development Organisation - www.unido.org)

INDIAN MANUFACTURING SECTOR

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India's ranking among the world's 10 largest manufacturing countries has improved by three places to sixth position in 2015#. 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 has the potential to 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.

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$ 27.42 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$ 0.0148 as on July 11, 2016

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

Notes: # - According to 'The Yearbook' a report by United Nations Industrial Development Organization (UNIDO)

(Source: Manufacturing sector in India, India Brand Equity Foundation www.ibef.org)

INDIAN TEXTILES INDUSTRY

Introduction

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The industry realised export earnings worth US$ 41.4 billion in 2014-15, a growth of 5.4 per cent. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 40 million workers and 60 million indirectly. India's overall textile exports during FY 2015-16 stood at US$ 40 billion.

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

Market Size

The Indian textiles industry, currently estimated at around US$ 108 billion, is expected to reach US$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP).

The Indian textile industry has the potential to reach US$ 500 billion in size#. The growth implies domestic sales to rise to US$ 315 billion from currently US$ 68 billion. At the same time, exports are implied to increase to US$ 185 billion from approximately US$ 41 billion currently.

Road Ahead

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

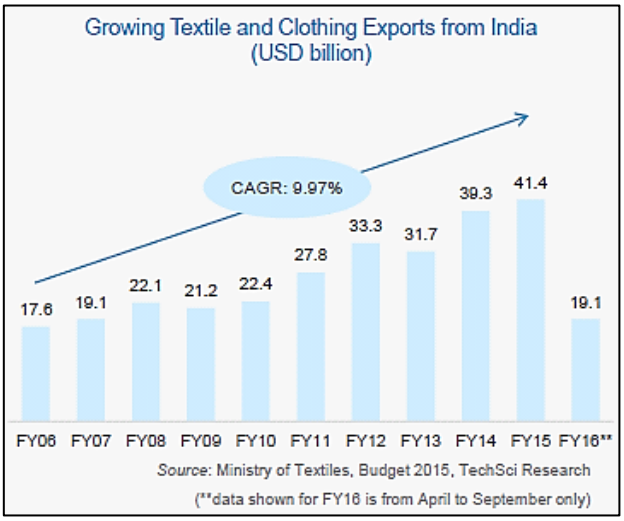
Exchange Rate Used: INR 1 = US$ 0.0148 as on July 11, 2016

References: *Ministry of Textiles, Indian Textile Journal, Department of Industrial Policy and Promotion, Press Information Bureau*

Notes: ^ - As per The Cotton Textiles Export Promotion Council (Texprocil), # - According to a study by Wazir Advisors and PCI Xylenes & Polyester,

(Source: Indian Textile Industry, India Brand Equity Foundation www.ibef.org)

EXPORTERS GAINING FROM STRONG GLOBAL DEMAND



- Capacity built over years has led to low cost of production per unit in India's textile industry; this has lent a strong competitive advantage to the country's textile exporters relative to key global peers.
- The sector has also witnessed increasing outsourcing over the years as Indian players moved up the value chain from being mere converters to vendor partners of global retail Giants.
- The strong performance of textile exports is reflected in the value of exports from the sector over the years. Textile exports grew by 5.3 per cent to USD41.4 billion in FY15. However, there is a growth (CAGR) of 9.97 per cent over the period of FY07 to FY15.
- In the coming decades, Africa and Latin America could very well turn out to be key markets for Indian textiles.

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

EXPORTS HAVE POSTED STRONG GROWTH OVER THE YEARS

- Exports have been a core feature of India's textile and apparel sector, a fact corroborated by trade figures.
- Exports grew to USD41.4 billion in FY15 from USD17.6 billion in FY06, implying a CAGR of 9.97 per cent.
- Exports during FY16 (between April-September 2015) touched USD19.1 billion.
- However, in FY15, India's textile exports crossed the mark of FY14 and touched USD41.4 Billion.

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

OPPORTUNITIES IN TEXTILE INDUSTRY

Immense growth potential

The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. The sector is expected to be reached to USD226 billion by FY2023. Population is expected to reach to 1.34 billion by FY2019. Urbanisation is expected to support higher growth due to change in fashion and trends

Private sector participation in silk Production

The Central Silk Board sets targets for raw silk production and encourages farmers and private players to grow silk. To achieve these targets, alliances with the private sector, especially major agro-based industries in pre-cocoon and post-cocoon segments has been encouraged

Proposed FDI in multi-brand retail

For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers. It will also bring in greater investments along the entire value chain – from agricultural production to final manufactured goods. With global retail brands assured of a domestic foothold, outsourcing will also rise significantly

Retail sector offers growth Potential

With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with several international players like Marks & Spencer, Guess and next having entered Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

Centers of Excellence (CoE) for research and technical training

The CoEs are aimed at creating testing and evaluation facilities as well as developing resource centres and training facilities. Existing four CoEs, BTRA for Geotech, SITRA for Meditech, NITRA for Protech and SASMIRA for Agrotech, would be upgraded in terms of development of incubation centre and support for development of prototypes. Fund support would be provided for appointing experts to develop these facilities

Foreign investments

The government is taking initiatives to attract foreign investments in the textile sector through promotional visits to countries such as Japan, Germany, Italy and France. According to the new Draft of the National Textile Policy, the government is planning to attract foreign investments thereby creating employment opportunities to 35 million people

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

NOTABLE TRENDS IN INDIA'S TEXTILE SECTOR

Increasing investment in TUFS

- Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS) and cluster development activities.
- TUFS for the textile sector to continue in the 12th Five Year plan with an investment target of USD24.8 billion

Multi-Fibre Arrangement

- (MFA)With the expiry of MFA in January 2005, cotton prices in India are now fully integrated with international rates. In 2014, the government has cleared 13 proposals of new textile parks in different states.

Public-Private Partnership (PPP)

- The Ministry of Textiles commenced an initiative to establish institutes under the Public-Private Partnership (PPP) model to encourage private sector participation in the development of the industry

Technical textiles

- Technical textiles, which has been growing at around twice the rate of textiles for clothing applications over the past few years, is now expected to post a CAGR of 20 per cent over FY11-17.
- USD70.83 million has been allocated to promote the use of Geotechnical textiles in the North East states.

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

ADVANTAGE INDIA

Robust demand

- Increased penetration of organized retail, favorable demographics, and rising income levels to drive textile demand.
- Growth in building and construction will continue to drive demand for non clothing textiles.

Increasing investments

- Huge investments are being made by Government under Scheme for Integrated Textile Parks (SITP)-(USD184.98 Million) and Technology Up gradation Fund Scheme (TUFS)-(term loan sanctioned in Feb, 2015-USD2198.45 Million) to encourage more private equity and to train workforce.

Competitive Advantage

- Abundant availability of raw materials such as cotton, wool, silk and jute.
- India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to major textile producers.

Policy support

- 100 per cent FDI (automatic route) is allowed in the Indian textile sector.
- Under Union Budget 2015-16, government has allocated USD39.81million for integrated parks in India.
- Free trade with ASEAN countries and proposed agreement with European Union will boost exports.

Market Value: USD 108.5 Billion 2015E
Market Value: USD 226 Billion 2023F
(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

SUMMARY OF BUSINESS

OVERVIEW

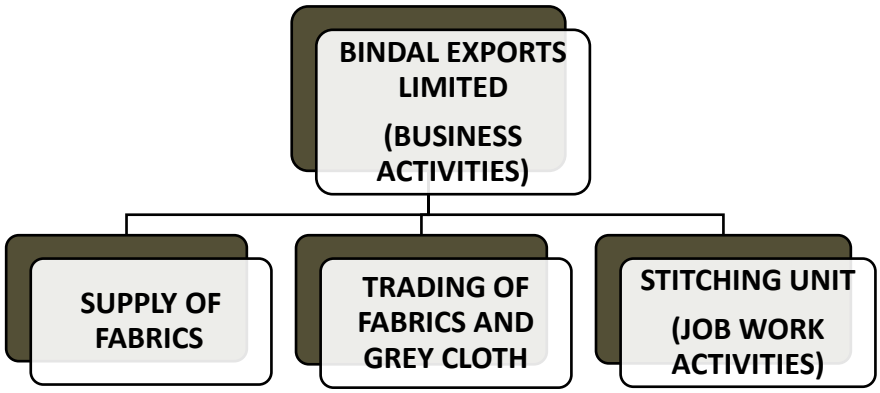
Our Company M/s Bindal Exports Private Limited began its journey as a partnership firm registered under the name and style of M/s J B Exports in the year 1997. On May 22, 2007, the firm was converted into a private limited Company and thereafter in September 2016, we became a Public Company. The registered office of our Company is located at 'Bindal House', Block No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat – 395006, Gujarat, India and the Stitching unit of the company is located at P-216, Kadodara Char Rasta, Kadodara, Taluka: Palsana, Surat - 395225, Gujarat, India.

Founded by Ravindrakumar Arya, our Company forms part of the esteemed Bindal group, which is a well known group in Surat Textile Market offering an array of textile products and services ranging from processing, designing to manufacturing. The group has an operating history of more than three decades and has carved a niche for itself in the textile market. With his vast experience, our promoter has been instrumental in determining the vision and growth strategies for our Company.

Our Company is involved in supplying fabrics, trading of grey cloth and finished fabrics and job work of fabrics. Job work of fabrics includes value addition work such as embroidery work, Tikli work, glitter work etc. For carrying out job work operations, we have a stitching and cutting facility with requisite machineries and facilities for servicing the value addition needs of the customers. Our Product portfolio comprises of wide range of fabrics such as polyester, viscose, rayon etc. These fabrics come in variety of material, size and colours. Our products are mainly used by garment houses for manufacturing of garments in the apparel industry.

Our Company caters to both domestic as well as international markets. Our Company has also been recognized by Government of India as a "One Star Export House" and holds a valid certificate for the same from the Director General of Foreign Trade. We have a dedicated marketing team headed by our management looking after our operations. Our Company has also been recipient of several awards in the past from The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC), The Southern Gujarat Chamber of Commerce & Industries, Surat (SGCCI) for its valued contribution.

OUR BUSINESS ACTIVITIES:



Our business activities mainly include following:

Supply of Fabrics:

We supply polyester and different blends of polyester, viscose, rayon, satin, chiffon etc. to our domestic as well as overseas customers. Our processed fabrics portfolio comprises solids, prints as well as value added work like embroidery, spangle, sequin, glitter, flock etc. As per customer requirements, varied colours, finish, designs are delivered. We manufacture fabrics by outsourcing the same.

Trading of Fabrics and Grey Cloth:

We also undertake trading of fabrics and grey cloth in domestic market. Our business is strategically located at Surat which is known as Textile Hub of the Country. We supply the same to garment houses and apparel manufacturers with stringent criteria with respect to dimension, color fastness, etc.

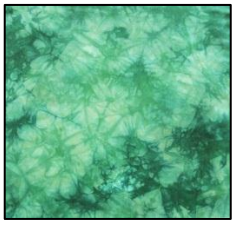
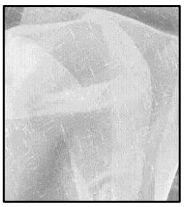
Stitching Unit (Job Work Activities):

Our job work activities are handled from Stitching unit which is well equipped with stitching and cutting facilities. We do job work for ethnic Indian wear like sarees well as western garments including nightwear at our Stitching Unit.

OUR PRODUCTS:

We supply and trade in following type of fabrics:

RANGE OF FABRICS			
POLYESTER	**GEORGETTE**	**BRASSO**	**COTTON**
KNITTED FABRIC	**CHIFFON PRINT**	**SPANDEX OR LYCRA**	**SATIN**
CREPE FABRIC	**DEVORE OR BURNOUT FABRIC**	**TEXTURED DYED**	**VISCOSE**

			
VOILES	**RAYON**	**BOTTOM WEIGHT FABRIC**	**DIGITAL PRINT**
			

Our fabric portfolio comprises a wide range of fabrics such as different blends of polyester, rayon, cotton, satin, chiffon, knitted fabric, viscose etc. which are supplied by us in domestic as well as international market. We procure the grey fabric from local market and get the processing done either from Bindal Silk Mills Private limited, one of our group Companies or from any other processing unit locally on job work basis.

Our fabrics commonly find application in apparel industry, bathing & furnishing industry, etc. For example, Polyster is used in apparels as well as home furnishings whereas Georgette fabric is used in Blouses, Dresses, Evening Gowns, Saris, and Trimmings. Brasso fabric is best choice for manufacturing of lehengas to saris and salwar kurtas. Chiffon is most commonly used in evening wear i.e. gowns; and is also a popular fabric used in blouses, ribbons, scarves and lingerie.

We provide the fabrics as per the customers' specifications and specialize in diverse styles, varied colours and speciality finishes which are tailor made as per customers' requirements. We supply our products to large garment houses for manufacturing of garments in the apparel industry. We also undertake value addition work such as Tikli work, glitter work, embroidery work etc. and get it done locally on job work basis.

STITCHING FACILITY:

Our job work operations are handled from Stitching Unit which is well equipped with stitching Machines, Five-Thread Machines, Interlock Machines, Button Machines, Khach Machines, Cutting Machines and Layering Machines. Stitching Machines are mainly imported from Japan of brand name "JUKI".

OUR COMPETITIVE STRENGTHS

1. Experienced Management Team

Our Promoter, Ravindra Arya who also serves as Chairman and Managing Director looks after overall management of the Company and has more than three decades of experience in the field of textile industry. Further, our company is managed by qualified and experienced personnel who are well versed with our industry and the business undertaken by our Company. We believe that our management team's experience and their understanding of the textiles industry will enable us to take advantage of future market opportunities thus expanding our business horizons.

2. **Quality Assurance**

We believe that quality of products plays an instrumental role in our industry. Our Company has the practice of checking the products for quality assurance before they are dispatched to the customers and our Company has a separate quality control department which looks after the quality, strength and the durability of the products. Also the raw materials such as Grey Fabric is checked and inspected before it is sent to processing thus ensuring quality assurance from the initial stages.

3. **Co-relation with our Group Company**

With respect to manufactured fabrics, our Company procures grey cloth and outsource the manufacturing job. The processed fabric is then sold by us to customers. A substantial portion of manufacturing is done by our group Company M/s. Bindal Silk Mills Private Limited ensuring quality and timely delivery.

4. **Marketing Team**

Our company has well established marketing set up for creating sound market for our products in domestic as well as overseas market. Our Company's Exports marketing department is headed by Ravindrakumar Arya and Pyarelal Agarwal who have considerable years of experience in the field of Textiles - sales and marketing. Domestic Marketing is handled by Anupam Arya, Executive Director who has marketing expertise. Our Company's marketing team develops and maintains cordial relations with our customers by continuously following-up with the existing customers and approaching new customers.

5. **Locational Advantage**

Our company is located in Surat which is considered as Textile Hub of the Country and enjoys sound domestic market for availability of raw materials and finished products. Thus, procurement of raw materials is less time consuming and comparatively cheaper.

6. **Scalable Business Model**

Our Business model is customer centric and order driven, and requires optimum utilisation of our existing facilities, assuring quality supply of raw materials and achieveing consequent economies of scale. The business scale generation is basically due to development of new markets both domestic and international by exploring marketing expertise and by maintaining the consistent quality output. We belive that our business model is scalable.

OUR BUSINESS STRATEGY

We envisage long term growth by supplying qualitative products and building long term relations with customers. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing range of products with specific emphasis on the following factors as business and growth strategy:

1. **Improving our functional efficiency**

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development. We continue to invest in operational excellence throughout the organization. We ensure a strong quality commitment by our employees.

2. **Customer Satisfaction**

The business of our Company is customer oriented and always strives to maintain good relationship with the customers. Our Company's marketing team approaches existing customers for their feedback and based on their feedback any changes in the products if required are carried out. Our

Company provides quality products and effective follow-ups with customers who ensure that the customers are satisfied with the product and do not have any complain.

3. **Brand Image**

   We would continue to associate ourselves with good quality customers and execute projects to their utmost satisfaction. We are highly conscious about our brand image and intend to continue our brand building exercise by providing excellent services to the satisfaction of the customers.

4. **Leveraging our market skills and relationship**

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

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED **ANNEXURE-I**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES					
1. Shareholders' funds					
(a) Share capital	197.20	197.20	197.20	197.20	197.20
(b) Reserves and surplus	432.29	426.34	429.35	422.66	413.55
Sub-Total	**629.49**	**623.54**	**626.55**	**619.86**	**610.75**
2. Share application money pending allotment	-	-	-	-	-
Sub-Total	-	-	-	-	-
3. Non-current liabilities					
(a) Long-term borrowings	46.82	71.55	30.00	89.76	91.94
(b) Deferred tax liabilities (Net)	-	-	3.52	4.97	8.57
(c) Other Non Current Liabilities	34.38	43.78	72.90	58.42	55.50
(d) Long-term Provisions	12.82	9.63	6.84	5.91	4.64
Sub-Total	**94.02**	**124.96**	**113.26**	**159.06**	**160.65**
4. Current liabilities					
(a) Short-term borrowings	817.25	830.49	1070.79	1259.80	1100.43
(b) Trade payables	180.25	319.00	408.75	199.72	404.60
(c) Other current liabilities	40.64	58.69	11.35	9.56	58.11
(d) Short-term provisions	11.66	10.24	7.48	10.79	3.48
Sub-Total	**1049.81**	**1218.42**	**1498.38**	**1479.87**	**1566.63**
TOTAL	**1773.31**	**1966.92**	**2238.19**	**2258.79**	**2338.04**
II. ASSETS					
1. Non-current assets					
(a) Fixed assets	149.91	162.83	187.54	197.27	216.60
(b) Non-current investments	7.70	5.60	3.70	1.40	-
(c) Deferred tax assets (net)	8.48	4.84	-	-	-
(d) Long-term loans and advances	4.62	4.62	4.83	4.47	16.91
Sub-Total	**170.72**	**177.89**	**196.08**	**203.14**	**233.51**
2. Current assets					
(a) Inventories	745.35	671.40	689.37	774.05	833.44
(b) Trade receivables	519.54	899.15	1084.36	902.57	923.81
(c) Cash and cash equivalents	9.16	27.00	8.42	9.99	48.96
(d) Short-term loans and advances	328.53	191.49	259.97	369.04	298.32
Sub-Total	**1602.59**	**1789.04**	**2042.11**	**2055.65**	**2104.52**
TOTAL	**1773.31**	**1966.92**	**2238.19**	**2258.79**	**2338.04**

STATEMENT OF PROFIT AND LOSS AS RESTATED **ANNEXURE-II**

(Amount in Lakhs)

Particulars	For the Year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
I. Revenue from operations	2468.23	2768.88	2864.21	3486.55	3738.35
II. Other income	-	23.69	-	-	-
III. Total Revenue (I + II)	**2468.23**	**2792.57**	**2864.21**	**3486.55**	**3738.35**
IV. Expenses:					
Cost of Materials Consumed	1060.24	1060.48	986.17	1266.55	1912.97
Purchases of Stock-in-Trade	496.75	736.12	1036.74	1406.79	846.81
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	1.70	177.03	62.11	66.07	50.59
Employee benefits expense	101.62	108.94	104.33	91.17	99.73
Finance costs	92.22	122.16	95.42	110.08	103.03
Depreciation and amortization expense	15.94	28.53	10.36	14.43	16.01
Other expenses	691.26	559.00	556.05	518.07	683.55
Total expenses	**2459.73**	**2792.26**	**2851.19**	**3473.16**	**3712.69**
V. Profit before exceptional and extraordinary items and tax (III-IV)	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
VI. Exceptional items	-	-	-	-	-
VII. Profit before extraordinary items and tax (V - VI)	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
VIII. Extraordinary Items-	-	-	-	-	-
IX. Profit before tax (VII- VIII)	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
X. Tax expense:					
(1) Current tax	6.20	7.22	7.77	7.89	8.72
(2) Deferred tax	(3.65)	(8.36)	(1.45)	(3.60)	8.57
(3) Current tax expense relating to prior years	-	-	-	-	-
XI. Profit (Loss) for the period from continuing operations (VII-VIII)	**5.95**	**1.46**	**6.70**	**9.10**	**8.38**
XII. Profit/(loss) from discontinuing operations	-	-	-	-	-
XIII. Tax expense of discontinuing operations	-	-	-	-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-
XV. Profit (Loss) for the period (XI + XIV)	**5.95**	**1.46**	**6.70**	**9.10**	**8.38**

STATEMENT OF CASH FLOW AS RESTATED **ANNEXURE-III**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
CASH FLOW FROM OPERATING ACTIVITIES					
Restated Net profit Before Tax and Extraordinary Items	8.50	0.31	13.02	13.39	25.66
Adjustments For:					
Depreciation	15.94	28.53	10.36	14.43	16.01
Interest Received	-	(0.00)	-	-	-
Dividend Received	-	-	-	-	-
Net (gain) / loss on Foreign Exchanges	-	-	-	-	-
Net (gain) / loss on Sale of Investments	-	-	-	-	-
Interest and Finance Charges	92.22	122.16	95.42	110.08	103.03
Operating Profit before working capital changes	**116.66**	**151.00**	**118.81**	**137.90**	**144.71**
Adjustment For:					
Decrease/(Increase) in Inventories	(73.95)	17.97	84.68	59.39	140.11
Decrease/(Increase) in Trade receivables	379.60	185.21	(181.79)	21.25	425.71
Decrease/(Increase) in Other Current Assets	-	-	-	-	-
Decrease/(Increase) in Short-term loans and advances	(137.04)	68.47	109.08	(70.72)	139.95
Decrease/(Increase) in Long Term Loans and Advances	-	0.21	(0.36)	12.44	1.82
(Decrease)/Increase in Trade Payables	(138.75)	(89.75)	209.03	(204.88)	(108.20)
(Decrease)/Increase in Other Current Liabilities	(18.05)	47.34	1.79	(48.55)	(406.56)
(Decrease)/Increase in Short Term Provisions	1.43	2.76	(3.31)	7.31	(46.59)
(Decrease)/Increase in Other Non-Current Liabilities	(6.21)	(26.33)	15.41	4.19	56.12
Cash Generated from Operations	**123.68**	**356.88**	**353.33**	**(81.69)**	**347.04**
Taxes Paid	6.20	7.22	7.77	7.89	8.72
Net Cash From /(Used In) Operating Activities (A)	**117.49**	**349.66**	**345.56**	**(89.58)**	**338.33**
Cash Flow From Investing Activities					
(Purchase) / Sale of Fixed Assets/ Capital Work In Progress	(3.03)	(8.27)	(0.64)	4.90	(16.51)
Decrease/(Increase) in Non Current investments	(2.10)	(1.90)	(2.30)	(1.40)	-
Net gain / loss on Sale of Investments	-	-	-	-	-
Interest Received	-	0.00	-	-	-
Dividend Received	-	-	-	-	-
Net Cash From /(Used In) Investing	(5.13)	(10.17)	(2.94)	3.50	(16.51)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Activities (B)					
Cash Flow From Financing Activities					
Proceeds from Issue of Shares	-	-	-	-	-
Security Premium	-	-	-	-	-
Issue of Bonus Share	-	-	-	-	-
Interest and Finance Charges	(92.22)	(122.16)	(95.42)	(110.08)	(103.03)
Proceeds / (Repayments) of Share Application Money	-	-	-	-	-
(Decrease)/Increase in Short Term Borrowing	(13.24)	(240.30)	(189.01)	159.37	165.35
(Decrease)/Increase in Long Term Borrowing	(24.73)	41.55	(59.76)	(2.18)	(81.90)
Net gain / loss on Foreign Exchanges	-	-	-	-	-
Net Cash From Financing Activities (c)	(130.19)	(320.92)	(344.20)	47.11	(300.28)
Net Increase / (Decrease) in Cash (A)+(B)+(C)	(17.84)	18.58	(1.57)	(38.97)	21.54
Cash and Cash equivalents at the beginning of the year	27.00	8.42	9.99	48.96	27.42
Cash and Cash equivalents at the end of the year	**9.16**	**27.00**	**8.42**	**9.99**	**48.96**

I. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statements"
II. Figures in Brackets represent outflows
III. The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I, II, and IV (A) respectively.

THE ISSUE

The following table summarizes the Issue details:

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Particulars	**Details of Equity Shares**
Public Issue of Equity Shares by our Company	12,48,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs.16/- per Equity Share aggregating Rs.199.68 lakhs
Of which:	
Market Maker Reservation Portion	64,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs.16/- per Equity Share aggregating Rs.10.24 lakhs
Net Issue to the Public*	11,84,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of 16/- per Equity Share aggregating Rs.189.44 lakhs
	Of which:
	5,92,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of 16/- per Equity Share aggregating Rs. 94.72 lakhs will be available for allocation to Retail Individual Investors up to Rs. 2 lakhs
	5,92,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of 16/- per Equity Share aggregating Rs. 94.72 lakhs will be available for allocation to investors above Rs. 2 lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	33,52,400 Equity Shares
Equity Shares outstanding after the Issue	46,00,400 Equity Shares
Use of Proceeds (Objects of the Issue)	For further details please refer chapter titled "*Objects of the Issue*" beginning on page 106 of this Prospectus for information on use of Issue Proceeds

Notes

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 30, 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 Annual General Meeting held on September 8, 2016.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue, the allocation in the net Issue to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and
b) Remaining to
   i) Individual applicants other than retail individual investors
   ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to section titled "Issue Information" beginning on page 295 of this Prospectus.

GENERAL INFORMATION

Our Company was originally formed and registered as a partnership firm at Surat under the Indian Partnership Act, 1932 in the name of "M/s J.B. Exports", pursuant to an Article of Agreement of Partnership dated February 4, 1997. The name of the partnership firm was changed to "M/s Bindal Exports" w.e.f. March 31, 2007 pursuant to application made to Registrar of Firms, Surat in Form 'B' dated April 4, 2007. "M/s Bindal Exports" was then converted into a Joint Stock Company under part IX of the Companies Act, 1956 under the name of "Bindal Exports Private Limited" vide Certificate of Incorporation dated May 22, 2007 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli bearing Corporate Identification Number U51109GJ2007PTC050915. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders' Resolution passed at the Extraordinary General Meeting of our Company held on August 29, 2016 and the name of our Company was changed to "Bindal Exports Limited" pursuant to issuance of Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated September 7, 2016 by the Deputy Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51109GJ2007PLC050915.

For further details of Incorporation, Change of Name and Registered Office of our Company, please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 172 respectively of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Bindal Exports Limited
Block No. 270, Near Kumbharia Bus stand,
Surat-Kadodara Road, Kumbharia, Surat,
Gujarat - 395006, India
Tel: +91 0261 2640706
Fax: +91 0261 2640705
Email: info@bindalexports.com
Website: www.bindalexports.com
Corporate Identification Number: U51109GJ2007PLC050915

REGISTRAR OF COMPANIES

Registrar of Companies, Gujarat
ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad - 380013, Gujarat, India.
Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

SME Platform of BSE
P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001,
Maharashtra, India.

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Ravindrakumar Arya	56	00033067	R-1133, Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat – 395007, Gujarat, India	Chairman and Managing Director
2.	Anupam Arya	28	00287676	R-1133, Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat – 395007, Gujarat, India	Executive Director
3.	Apurva Arya	26	06558623	R-1133, Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat – 395007, Gujarat, India	Non Executive Director
4.	Ashokkumar Sharda	52	00739824	307, Rajhans Complex, Nr. Sub Jail, Ring Road, Surat 395002 Gujarat	Independent Director
5.	Seema Asawa	51	07600303	Flat No. 6/A, Vastupooja Apartment, Meghna Park, City Light Road, Surat – 395007, Gujarat	Independent Director

For further details of our Directors, please refer to the chapter titled *"Our Management"* beginning on page 175 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Hiren Shah
Bindal Exports Limited
Block No. 270, Near Kumbharia Bus stand,
Surat-Kadodara Road, Kumbharia, Surat,
Gujarat - 395006, India
Tel: +91 0261 2640706
Fax: +91 0261 2640705
Email: hiren.shah@bindalexports.com
Website: www.bindalexports.com

CHIEF FINANCIAL OFFICER

Nishidha Arya
Bindal Exports Limited
Block No. 270, Near Kumbharia Bus stand,
Surat-Kadodara Road, Kumbharia, Surat,
Gujarat - 395006, India
Tel: +91 0261 2640706
Fax: +91 0261 2640705
Email: nishidha.arya@bindalexports.com
Website: www.bindalexports.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 unblocking of ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted, giving full details such as name, address of the applicant, number of Equity Shares applied for, Amount blocked, ASBA Account number and the

Designated Branch of the relevant SCSBs to whom the Application was submitted (at ASBA Locations) where the ASBA Form was submitted by the ASBA Applicants.

STATUTORY AUDITOR

M/s. SNK & Co.
Chartered Accountants
31-A, Adarsh Society,
Athwalines, Surat
Tel: 0261 2656273/74
Fax: 0261 2656868
Email: snk@snkca.com, samir@snka.com
Website: www.snkca.com
Contact Person: Samir B. Shah
Firm Registration No: 109176W
Membership No: 103562

PEER REVIEWED AUDITOR

M/s. N. K. Aswani & Co.
Chartered Accountants
701/A, Wall Street – II, Ellisbridge,
Ahmedabad – 380006
Tel: 079-26402552
Fax: 079-26402553
Email: narainkaswani@yahoo.co.in
Contact Person: Narain K. Aswani
Firm Registration No: 100738W
Membership No: 033278

M/s. N. K. Aswani & Co., Chartered Accountants holds a Peer Review Certificate dated November 13, 2013 issued by the Institute of Chartered Accountants of India.

LEAD MANAGER TO THE ISSUE

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 6724
Fax: + 91 22 2659 8690
Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Kirti Kanoria
SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited
E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East),
Mumbai – 400072, Maharashtra, India
Tel: +91 22 40430200
Fax: +91 22 28475207
E-mail: ipo@bigshareonline.com
Website: www.bigshareonline.com

Contact Person: Babu Raphael
SEBI Registration No.: INR000001385
Investor Grievance E-mail: investor@bigshareonline.com

LEGAL ADVISOR TO THE ISSUE

M V Kini
Kini House, Near Citibank,
D.N. Road, Fort, Mumbai- 400001.
Tel: +91 22 22612527/28/29
Fax: +91 22 22612530
E-mail: vidisha@mvkini.com
Contact Person: Vidisha Krishan
Website: www.mvkini.com

BANKER TO THE COMPANY

Kotak Mahindra Bank Limited
Kotak House, Ghod Dod Road, Surat- 395007
Gujarat, India
Tel: 9979853977
Fax: NA
E-mail: vikas.jindal@kotak.com
Contact Person: Vikas Jindal
Website: www.kotak.com

State Bank of India
Mid Corporate Branch, Surat
A-201 & 301, ICC Building,
Opp. Civil Hospital, Majuragate,
Ring Road, Surat- 395002, Gujarat, India
Tel: 0261-2702955; **Fax:** 0261-2702999
Email: sbi.14396@sbi.co.in
Contact Person: Ashok D Parmar

PUBLIC ISSUE BANK / BANKER TO THE ISSUE / REFUND BANKER

ICICI Bank Limited
Capital Market Division
1st Floor, 122, Mistry Bhavan,
Dinshaw Vachha Road, Backbay Reclamation,
Churchgate, Mumbai – 400020
Tel: 022 2285 9924
Fax: 022 2261 1138
Email: rishav.bagrecha@icicibank.com
Website: www.icicibank.com
Contact Person: 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 Application 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 website 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. 199.68 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 September 9, 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 Underwriter	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 61946724 **Fax:** + 91 22 26598690 **Email:** ipo@pantomathgroup.com **Contact Person:** Madhu Lunawat **SEBI Registration Number**: INM000012110	12,48,000	199.68	100%
Total	**12,48,000**	**199.68**	**100%**

**Includes 64,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended.*

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 September 13, 2016, with the following Market Maker, duly registered with BSE Limited to fulfil the obligations of Market Making:

Pantomath Stock Brokers Private Limited
406-408, Keshva Premises, Behind Family Court,
Bandra (East), Mumbai 400 051,
Maharashtra, India
Tel: 022 61946774
Fax: 022 26598690
Email: broking@pantomathgroup.com
Contact Person: Mahavir Prasad Toshniwal
SEBI Registration Number: INZ000068338
Market Maker Registration No. (SME Segment of BSE): SMEMM0664612092016

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of 16/- the minimum lot size is 8,000 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 64,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 64,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.

4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker.

7. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

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

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

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

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

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

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

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

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

CAPITAL STRUCTURE

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

Amount *(Rs.in lakhs except share data)*

No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	**Authorised Share Capital**		
	50,00,000 Equity Shares of face value of Rs. 10/- each	500.00	
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	33,52,400 Equity Shares of face value of Rs. 10/- each	335.24	
C.	**Present Issue in terms of this Prospectus**		
	Issue of 12,48,000 Equity Shares of face value of Rs.10 each at a price of Rs. 16/- per Equity Share	124.80	199.68
	Consisting:		
	Reservation for Market Maker – 64,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 16/- per Equity Share	6.40	10.24
	Net Issue to the Public – 11,84,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 16/- per Equity Share	118.40	189.44
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors – 5,92,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 16/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lakhs	59.20	94.72
	Allocation to Other than Retail Individual Investors – 5,92,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 16/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. 2 lakhs	59.20	94.72
D.	**Issued, Subscribed and Paid-Up Share Capital after the Issue**		
	46,00,400 Equity Shares of face value of Rs. 10/- each	460.04	
E.	**Securities Premium Account**		
	Before the Issue		250.76
	After the Issue		285.64

The Issue has been authorised by the Board of Directors of our Company *vide* a resolution passed at its meeting held on August 30, 2016 and by the shareholders of our company vide a Special Resolution passed pursuant to Section 62 (1) (c) of Companies Act, 2013 at the Annual General Meeting held on September 08, 2016.

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

Issue expenses of Rs. 40.00 lakhs has been deducted while calculating after the issue securities premium account.

NOTES TO THE CAPITAL STRUCTURE

1. **Details of changes 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
Increased From	Increased To		
The authorised share capital of our Company on incorporation comprised of Rs. 1,00,00,000 divided into 10,00,000 Equity Shares of Rs.10 each		On Incorporation	-
Rs. 1,00,00,000 consisting of 10,00,000 Equity shares of Rs. 10 each.	Rs. 2,00,00,000 consisting of 20,00,000 Equity shares of Rs. 10 each.	March 26, 2008	EGM
Rs. 2,00,00,000 consisting of 20,00,000 Equity shares of Rs. 10 each.	Rs. 5,00,00,000 consisting of 50,00,000 Equity shares of Rs. 10 each.	August 29, 2016	EGM

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

Date of Allotment/ Fully Paid up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative no. of Equity Shares	Cumulative Paid -up Capital (Rs.)
On Incorporation (May 22, 2007)	10,00,000	10	10	Other than Cash*	Subscription to MOA[(1)]	10,00,000	1,00,00,000
March 31, 2008	8,30,000	10	50	Other than Cash	Further Allotment by way of conversion of unsecured loan [(2)]	18,30,000	1,83,00,000
March 31, 2008	10,000	10	50	Other than Cash	Further Allotment by way of conversion of unsecured loan [(3)]	18,40,000	1,84,00,000
October 04, 2010	1,32,000	10	50	Other than Cash	Further Allotment by Conversion of Unsecured Loan [(4)]	19,72,000	1,97,20,000
August 30, 2016	13,80,400	10	NA	Other than Cash	Bonus Issue	33,52,400	3,35,24,000

*Equity Shares allotted pursuant to conversion of Bindal Exports, a partnership firm into our Company under Part IX of the Companies Act, 1956

1) Pursuant to conversion of Bindal Exports, a partnership firm into our Company under part IX of the Companies Act, 1956 the Initial Subscribers to Memorandum of Association subscribed 10,00,000 Equity Shares of face value of Rs. 10/-each fully paid at par as per the details given below:

Sr. No.	Name of Allottee	No. of shares subscribed
1	Ravindrakumar Arya	9,00,000
2	Ravindrakumar Arya HUF	90,000
3	Jayvik Machineries Private Limited	4,000
4	Kanhaiyalal R Arya – HUF	4,000
5	Savita Arya	700
6	Anupam Arya	700
7	Jaybharat Filaments Private Limited	500
8	Mahendra Sancheti	100
	Total	**10,00,000**

2) Further allotment of by way of conversion of unsecured loan/balance in partner's current account into 8,30,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40/- per equity share on March 31, 2008 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Ravindrakumar Arya	2,40,000
2	Jayvik Machineries Private Limited	3,80,000
3	Ravindrakumar Arya HUF	2,10,000
	Total	**8,30,000**

3) Further allotment by way of conversion of unsecured loan into 10,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40/- per equity share on March 31, 2008 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Ravindrakumar Arya	10,000
	Total	**10,000**

4) Further allotment by way of Conversion of unsecured loan into 1,32,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40/- per Equity share on October 4, 2010 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Jay Bharat Finstock Private Limited	1,32,000
	Total	**1,32,000**

5) Bonus Issue of 13,80,400 Equity Shares of Rs. 10/- each in the ratio of 7 equity shares for every 10 Equity Shares held on August 30, 2016 as per the details given below:

Sr. No.	Name of Allottee	No. of shares Allotted
1	Ravindrakumar Arya	6,30,000
2	Ravindrakumar Arya HUF	2,12,870
3	Bindal Exim Private Limited	2,68,800
4	Savita Arya	490
5	Anupam Arya	490
6	Jaybharat Filaments Private Limited	1,75,350
7	Jaybharat Finstock Private Limited	92,400
	Total	**13,80,400**

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

Date of Allotment/ Fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No. of Shares allotted
On Incorporation (May 22, 2007)	On Incorporation (May 22, 2007)	10	10	Since our Company was formed by conversion of the partnership firm M/s Bindal Exports, the partners in the firm became the initial subscribers to the MOA and were allotted Equity Shares against their respective closing balance in the capital account.	Conversion from Partnership Firm to Company	Ravindrakumar Arya	9,00,000
						Ravindrakumar Arya HUF	90,000
						Jayvik Machineries Private Limited	4,000
						Kanhaiyalal R Arya – HUF	4,000
						Savita Arya	700
						Anupam Arya	700
						Jaybharat Filaments Private Limited	500
						Mahendra Sancheti	100
March 31, 2008	8,30,000	10	50	Allotment of Equity Shares to the partners of M/s Bindal Exports against the closing balance in their current account in the firm before the conversion of the firm into our Company	Debt is converted into fixed capital	Ravindrakumar Arya	2,40,000
						Jayvik Machineries Private Limited	3,80,000
						Ravindrakumar Arya HUF	2,10,000

Date of Allotment/ Fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No. of Shares allotted
				and conversion of unsecured loan.			
March 31, 2008	10,000	10	50	Conversion of unsecured loan.	Debt is converted into fixed capital	Ravindrakumar Arya	10,000
October 04, 2010	1,32,000	10	50	Conversion of Unsecured Loan	Debt is converted into fixed capital	Jay Bharat Finstock Private Limited	1,32,000
August 30, 2016	13,80,400	10	NA	Bonus Issue in the ratio of 7 Equity shares for every 10 Equity shares held	Nil	Ravindrakumar Arya	6,30,000
						Ravindrakumar Arya HUF	2,12,870
						Bindal Exim Private Limited	2,68,800
						Savita Arya	490
						Anupam Arya	490
						Jaybharat Filaments Private Limited	1,75,350
						Jaybharat Finstock Private Limited	92,400

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. Except as mentioned below, no shares have been issued at price below Issue Price within last one year from the date of this Prospectus:-

Date of Allotment/ Fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Allottees	No. of Shares allotted
August 30, 2016	13,80,400	10	NA	Other than Cash	Bonus Issue	Ravindrakumar Arya	6,30,000
						Ravindrakumar Arya HUF	2,12,870
						Bindal Exim Private Limited	2,68,800
						Savita Arya	490
						Anupam Arya	490
						Jaybharat Filaments	1,75,350

Date of Allotment/ Fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Allottees	No. of Shares allotted
						Private Limited	
						Jaybharat Finstock Private Limited	92,400

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

i. Build Up of Promoter's shareholdings

As on the date of this Prospectus, our Promoter, Ravindrakumar Arya holds 15,30,000 Equity Shares of our Company. None of the Equity shares held by our Promoter are subject to any pledge.

a. **Ravindrakumar Arya**

Date of Allotment / Transfer / when made fully paid up	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
May 22, 2007	9,00,000	10	10	Subscription to MoA	26.85%	19.56%	3 Years	Balance in partner's fixed capital account of M/s. Bindal Exports	No
March 31, 2008	2,40,000	10	50	Further Allotment by way of conversion of unsecured loan	7.16%	5.22%	NA	NA**	No
March 31, 2008	10,000	10	50	Further Allotment by way of unsecured loan	0.30%	0.22%	NA	NA**	No
April 01, 2012	(2,50,000)	10	50	Transfer	(7.46)%	(5.43)%	NA	NA	No
August 30, 2016	30,000	10	NA	Bonus Issue	0.89%	0.65%	3 Years	NA	No
	6,00,000	10	NA	Bonus Issue	17.90%	13.04%	1 Year	NA	No
Total	**15,30,000**				**45.64%**	**33.26%**			

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

**As on date of this Prospectus, these shares are transferred by the promoter and hence do not form part of Promoter's shareholding, Promoter's Contribution and lock in.

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

Pursuant to Regulation 32 and 36 of SEBI ICDR Regulations, an aggregate of 20% of the post-Issue capital held by our Promoter shall be considered as Promoter's 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 him and subscribed by him as a part of Promoters' Contribution constituting 20.22% of the post issue Equity Shares of our Company and has 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/ made fully paid up	No. of Shares Allotted/ Transferred	Face Value	Issue Price	Nature of Allotment	% of Post Issue shareholding	Lock in Period
Ravindrakumar Arya						
May 22, 2007	9,00,000	10	10	Subscription to Memorandum of Association	19.56%	3 Years
August 30, 2016	30,000	10	NA	Bonus Issue	0.65%	3 Years
Total	**9,30,000**				**20.22%**	

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

a) The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

b) The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;

c) No equity shares have been issued to our promoter upon conversion of a partnership firm during the preceding one year at a price less than the issue price.

d) The Equity Shares held by the Promoter and offered for minimum Promoters' contribution are not subject to any pledge;

e) All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized; and

f) The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

iii. Details of Share Capital locked in for one year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-Issue equity share Capital shall be locked in for a period of one year from the date of allotment of Equity Shares in this Public Issue.

iv. Other requirements in respect of lock-in:

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as

collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' 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 Promoters' Contribution of 20.22% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

8. Except as mentioned below, there were no shares/purchased/sold by the Promoter and Promoter Group, directors and their immediate relatives during last six months.

Date of Allotment	Name of the Allottee/Transferee	Party Category	No. of Shares Allotted/ Transferred	Face Value	Issue Price	Nature of Allotment
August 27, 2016	Kanhaiyalal R Arya HUF	Promoter Group	(4,000)	10	32.10	Transfer of Shares
August 27, 2016	Ravindrakumar Arya HUF	Promoter Group	4,000	10	32.10	Transfer of Shares
August 27, 2016	Ravindrakumar Arya HUF	Promoter Group	100	10	32.10	Transfer of Shares
August 30, 2016	Ravindrakumar Arya	Promoter	6,30,000	10	NA	Bonus Issue
August 30, 2016	Ravindrakumar Arya HUF	Promoter Group	2,12,870	10	NA	Bonus Issue
August 30, 2016	Bindal Exim Private Limited	Promoter Group	2,68,800	10	NA	Bonus Issue
August 30, 2016	Savita Arya	Promoter Group	490	10	NA	Bonus Issue
August 30, 2016	Anupam Arya	Promoter Group	490	10	NA	Bonus Issue
August 30, 2016	Jaybharat Filaments Private Limited	Promoter Group	1,75,350	10	NA	Bonus Issue
August 30, 2016	Jaybharat Finstock Private Limited	Promoter Group	92,400	10	NA	Bonus Issue

9. **Our Shareholding Pattern**

The table below presents the shareholding pattern of our Company as per Regulation 31, of the SEBI Listing Regulations, 2015

Summary of Shareholding Pattern as on the date of this Prospectus:-

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. (a)	As a % of total Shares held (b)	No. (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
A	Promoter and Promoter Group	7	33,52,400	-	-	33,52,400	100.00	33,52,400	100.00	-	100.00	-	-	-	-	33,52,400
B	Public	-	-	-	-	-	-	-		-	-	-	-	-	-	33,52,400
C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	33,52,400	-	-		**100.00**	**33,52,400**	**100**	-	**100.00**	-	-	-	-	**33,52,4**

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. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
						33,52,400			**.00**							**00**

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

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

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

	Category of Shareholder	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)	
	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		4	20,49,350	-	-	20,49,350	61.14	20,49,350	61.14	-	61.14	-	-	-	-	20,49,350
	Ravindrakumar Arya			15,30,000	-	-	15,30,000	45.64	15,30,000	45.64	-	45.64	-	-	-	-	15,30,000
	Ravindrakumar Arya HUF			5,16,970	-	-	5,16,970	15.42	5,16,970	15.42	-	15.42	-	-	-	-	5,16,97

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
																	0
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d	Any Other		3	13,03,05	-	-	13,03,050	38.87	13,03,05	38.87	-	38.87	-	-	-	-	13,03,0

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
)	(Body corporate)			0					0								50
	Bindal Exim Private Limited			6,52,800			6,52,800	19.47	6,52,800	19.47		19.47					6,52,800
	Jaybharat Filaments Private Limited			4,25,850			4,25,850	12.70	4,25,850	12.70		12.70					4,25,850
	Jaybharat Finstock			2,24,400			2,24,400	6.69	2,24,400	6.69		6.69					2,24,400

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Private Limited																
	Sub-total (A) (1)		**7**	**33,52,400**	**-**	**-**	**33,52,400**	**100.00**	**33,52,400**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**33,52,400**
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Foreign Individuals)																
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Sub-total (A) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		7	33,52,400	-	-	33,52,400	100.00	33,52,400	100.00	-	100.00	-	-	-	-	33,52,400

II. **Shareholding pattern of the Public shareholder**

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+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)	
	I	II	III	IV	V	VI	VII = IV+V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
(1])	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form***
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	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	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Funds																
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (B) (1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State Government (s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	(B) (2)																
(3)	Non-Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals																
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ii. Individual shareholders		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	holding nominal share capital in excess of Rs. 2 lakhs																
(b)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	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)	
	I	II	III	IV	V	VI	VII = IV+V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	DRs) (balancing figure)																
(e)	Any Other (Specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+ (B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Shareholding pattern of the Non Promoter- Non Public shareholder

Sr No	Category of Shareholder	PAN	Nos. of share holders	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
(1)	Custodian / DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub total (C)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations,	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr No	Category of Shareholder	PAN	Nos. of share holders	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)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	2014)																
	Sub total (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter Non-Public Shareholding (C) = (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note: PAN of shareholders will be provided to the Stock Exchange by our Company prior to listing of its Equity Shares 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.

***In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/05/2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter / members of the Promoter Group shall be dematerialised prior to listing of equity shares.

10. **The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category Promoter and Promoter Group are as under:**

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.	Ravindrakumar Arya	15,30,000	45.64	15,30,000	33.26
	Sub total (A)	**15,30,000**	**45.64**	**15,30,000**	**33.26**
	Promoter Group				
2.	Ravindrakumar Arya HUF	5,16,970	15.42	5,16,970	11.24
3.	Savita Arya	1,190	0.04	1,190	0.03
4.	Anupam Arya	1,190	0.04	1,190	0.03
5.	Bindal Exim Private Limited	6,52,800	19.47	6,52,800	14.19
6.	Jaybharat Filaments Private Limited	4,25,850	12.70	4,25,850	9.26
7.	Jaybharat Finstock Private Limited	2,24,400	6.69	2,24,400	4.88
	Sub total (B)	**18,22,400**	**54.36**	**18,22,400**	**39.61**
	Total (A+B)	**33,52,400**	**100.00**	**33,52,400**	**72.87**

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Ravindrakumar Arya	15,30,000	5.88

12. **There are no persons belonging to the category "Public" who holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.**

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

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Ravindrakumar Arya	15,30,000	45.64
2.	Bindal Exim Private Limited	6,52,800	19.47
3.	Ravindrakumar Arya HUF	5,16,970	15.42
4.	Jaybharat Filaments Private Limited	4,25,850	12.70
5.	Jaybharat Finstock Private Limited	2,24,400	6.69
6.	Savita Arya	1,190	0.04
7.	Anupam Arya	1,190	0.04
	Total	**33,52,400**	**100.00**

Our Company has only 7 shareholders as on date of filing of this Prospectus.

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

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Ravindrakumar Arya	15,30,000	45.64
2.	Bindal Exim Private Limited	6,52,800	19.47
3.	Ravindrakumar Arya HUF	5,16,970	15.42
4.	Jaybharat Filaments Private Limited	4,25,850	12.70
5.	Jaybharat Finstock Private Limited	2,24,400	6.69
6.	Savita Arya	1,190	0.04
7.	Anupam Arya	1,190	0.04
	Total	**33,52,400**	**100.00**

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

Sr. No	Name of the Shareholders	Number of Equity Shares	% of then existing Total Paid-Up Capital
1.	Ravindrakumar Arya	9,00,000	45.64
2.	Jaivik Machineries Private Limited	3,84,000	19.47
3.	Ravindrakumar Arya HUF	3,00,000	15.21
4.	Jaybharat Filaments Private Limited	250500	12.70
5.	Jaybharat Finstock Private Limited	132000	6.69
6.	Kanhaiyalal R Arya HUF	4,000	0.20
7.	Savita Arya	700	0.04
8.	Anupam Arya	700	0.04
9.	Mahendra Sancheti	100	0.01
	Total	**19,72,000**	**100.00**

Our Company had only 9 shareholders two years prior to the date of filing of this Prospectus.

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
15. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited, nor their associates hold any Equity Shares of our Company as on the date of this Prospectus.
16. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the SME Platform of BSE.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
19. There are no Equity Shares against which depository receipts have been issued.
20. Other than the Equity Shares, there is no other class of securities issued by our Company.
21. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the

Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

22. None of the persons/Companies comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Prospectus.
23. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
24. There are no safety net arrangements for this public issue.
25. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
26. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
27. As on date of this Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
28. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. Our Company has not raised any bridge loans against the proceeds of the Issue.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
34. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company has 7 shareholders as on the date of filing of this Prospectus.
36. Our Promoters and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.

38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

39. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012. Please refer to paragraph titled "Details of Related Parties Transactions as Restated" in the chapter titled *"Financial Statements as restated"* on page 203 of the Prospectus.

    None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "Our Management" beginning on page 175 of the Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects and achieve the benefits of listing on the SME platform of BSE.

The objects of the Issue are:

1. Working Capital Requirements;
2. General Corporate Purpose

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

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

FUND REQUIREMENTS

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

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

Means of Finance

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

Utilisation of Net Proceeds

The details of the Issue Proceeds are summarised below:

Particulars	Amount (Rs in Lakhs)
Issue Proceeds	199.68
Less: Issue related expenses*	40.00
Net Proceeds	**159.68**

** As on date of the Prospectus, our Company has incurred Rs.6.78 lakhs towards Issue expenses.*

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

Sr. No.	Particulars	Amount (Rs in Lakhs)	Percentage of net Issue
1.	Working Capital Requirements	124.68	78.08%
2.	General Corporate Purpose	35.00	21.92%

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

any, available in respect of the other purposes for which funds are being raised in this Issue. In the event of any shortfall in the Net Proceeds, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders.

Schedule of Implementation/Utilization of Net Proceeds

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

Details of Utilization of Issue Proceeds

WORKING CAPITAL REQUIREMENT

Our business is working capital intensive. We finance our working capital requirement from internal accruals, bank funding and other sources.

As on March 31, 2015 and March 31, 2016 our Company's net working capital consisted of Rs. 1,401.10 lakhs and Rs. 1,370.04 lakhs respectively, based on the restated financial statements.

The total working capital requirement for the year 2016-17 is to be Rs. 1,540.33 lakhs. The incremental working capital requirement for the year ending March 31, 2017 will be Rs. 170.30 lakhs, which will be met through the Net Proceeds to the extent of Rs. 124.68 lakhs, and the balance portion will be met through internal accruals and bank borrowings.

Basis of estimation of working capital requirement

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

(*Rs. in Lakhs*)

Particulars	As on March 31	
	2015	2016
Current Assets		
Inventories		
Raw Materials	456.89	532.54
Finished Goods	214.51	109.30
Stock-in-Trade	-	103.51
Trade Receivables	899.15	519.54
Cash and Bank Balance	27.00	9.16
Short term loans & advances	191.49	328.53
Total (A)	**1,789.04**	**1,602.59**
Current Liabilities		
Trade Payables	319.00	180.25
Other Current Liabilities & Provisions	68.93	52.30
Total (B)	**387.93**	**232.55**
Net Working Capital (A)-(B)	**1,401.10**	**1,370.04**
Incremental Working capital	**(213.43)**	**(31.07)**
Source of Incremental Working Capital	**N.A.**	**N.A.**

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

Particulars	2016-17 (Estimated)
Current Assets	
Inventories	
Raw Materials	539.89
Finished Goods	207.61
Stock-in-Trade	101.23
Trade Receivables	595.00
Cash and Bank Balance	6.93
Short term loans & advances and other current assets	379.56
Total (A)	**1,830.22**
Current Liabilities	
Trade Payables	203.38
Other Current Liabilities & Provisions	86.51
Total (B)	**289.89**
Net Working Capital (A)-(B)	**1,540.33**
Incremental Working Capital*	**170.30**
Sources Of Working Capital	
Issue Proceeds	124.68
Bank Borrowings	32.75
Internal Accruals	12.87
Total Source	**170.30**

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

Assumption for working capital requirements

Assumptions for Holding Levels*

(In months)

Particulars	Holding Level as of March 31, 2015	Holding Level as of March 31, 2016	Holding Level as of March 31, 2017 (Estimated)
Current Assets			
Inventories			
Raw Materials	5.17	6.03	4.00
Finished Goods	0.96	0.58	0.86
Stock-in-Trade	-	2.50	3.00
Trade Receivables	6.12	3.89	3.50
Current Liabilities			
Trade Payables	1.70	1.25	1.20

Our Company proposes to utilise Rs. 124.68 Lakhs of Net Proceeds towards working capital requirements for meeting our business requirements.

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in Financial Year 2016-17 considering the growth in activities of our Company. Our Company has assumed raw material inventory of 4.00 months, stock in trade inventory of 3.00 months and finished goods inventory of 0.86 months for the Financial Year 2016-17.

Our Debtors cycle was of about 3.89 and 6.12 months in Financial Year 2015-16 and 2014-2015. We have assumed that our debtor's cycle will be 3.50 months for Financial Year 2016-17. Similarly we have estimated current assets, trade payables, current liabilities and short term provisions in line with working capital employed in past years and expected to be employed in Financial Year 2016-17.

Justification for "Holding Period" levels

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

Assets- Current Assets	
Inventories	In FY 2016-17 we have assumed raw material inventory of around 4.00 months as compared to 6.03 months in FY 2015-16 as we aim to turn around our production process faster. Further we have assumed finished goods inventory of 0.86 months and stock in trade inventory of 3.00 months in FY 2016-17 which is slightly higher than that of FY 2015-16 as we tend to increase our operations.
Trade receivables	In FY 2016-17 the trade receivable holding period is expected to reduce from 3.89 months in FY 2015-16 to 3.50 months. The Company strives to have stringent debtor management policies in place.
Liabilities - Current Liabilities	
Trade Payables	In FY 2016-17, the credit period is expected to be in the similar lines as that of FY 2015-16.

GENERAL CORPORATE PURPOSES

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Issue proceeds net off issue expenses aggregating Rs. 35.00 lakhs being 21.92% of the net issue proceeds towards general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Proceeds after meeting issue expenses, for general corporate purpose including but not restricted to, marketing expenses, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 40.00 Lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	35.00	87.50%	17.53%
Regulatory fees	3.00	7.50%	1.50%
Marketing and Other Expenses	2.00	5.00%	1.00%
Total estimated Issue expenses	**40.00**	**100.00%**	**20.03%**

****As on date of the Prospectus, our Company has incurred Rs. 6.78 Lakhs towards 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 Collecting Intermediary and submitted to them.*

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

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

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

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS

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

Activity	Total Amount (Rs in Lakhs)	Amount incurred till date	Estimated deployment of the Issue Proceeds FY 2016-2017
Working Capital Requirements	124.68	-	124.68
General Corporate Purposes	35.00	-	35.00

Our Statutory Auditors, M/s SNK & Company, Chartered Accountants vide their certificate dated September 22, 2016 have confirmed that the following funds have been deployed towards issue expenses.

Amount (Rs in Lakhs)

Source	Amount
Internal Accruals	6.78

Our Management, in accordance with the policies setup by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

BRIDGE FINANCING

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

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 Issue described above, Our Company shall deposit the funds only in the 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 utilization of the Issue Proceeds for the Objects of Issue 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 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 our shareholders by way of a special resolution through postal ballot. In addition, the notice issued to our 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 Promoter 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 as consideration to the Promoter and Promoter Group, the Directors, Key Management Personnel or the Group Companies, except in the ordinary course of business and in compliance with the applicable law.

BASIS FOR THE ISSUE PRICE

The Issue Price of Rs. 16/- 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. 16/- per Equity Share and is 1.6 times the face value.

QUALITATIVE FACTORS

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

- Experienced management team
- Quality Assurance
- Co-relation with Group Companies
- Marketing Team
- Locational Advantage
- Scalable Business Model

For further details, refer to heading "*Our Competitive Strengths*" under chapter titled "*Our Business"* beginning on page 144 of this Prospectus.

QUANTITATIVE FACTORS

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

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

Year ended	EPS (Rs.)	Weight
March 31, 2014	0.20	1
March 31, 2015	0.04	2
March 31, 2016	0.18	3
Weighted average		0.14

Note:

- Restated earnings per share have been computed as per AS 20. 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 year. The face value of each Equity Share is Rs. 10/-.
- On August 30, 2016, our Company allotted 13,80,400 Equity Shares in the ratio of 7 Equity Shares for every 10 Equity Share held. For the purposes of calculating the EPS above, the number of Equity Shares has been adjusted for this change.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 16/- per Equity Share of Rs. 10 each fully paid up.

Particulars	P/E Ratio
P/E ratio based on Basic & Diluted EPS for FY 2015-16	90.20
P/E ratio based on Weighted Average Basic & Diluted EPS	117.25
***Industry P/E**	
Lowest	6.31
Highest	51.64
Average	28.98

*Industry Composite comprises Dhanlaxmi Fabrics Limited and Khator Fibre Fabrics Limited.

3. ***Return On Net Worth (RONW)*** as per restated financial statements

Year ended	RoNW (%)	Weight
March 31, 2014	1.07%	1
March 31, 2015	0.23%	2
March 31, 2016	0.94%	3
Weighted Average		0.73 %

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, 2016 is 1.03%***

5. ***Net Asset Value (NAV)***

Particulars	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2016	18.78
Net Asset Value per Equity Share after the Issue	17.15
Issue Price per equity share	16.00

Note:

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year.
- On August 30, 2016, our Company allotted 13,80,400 Equity Shares in the ratio of 7 Equity Shares for every 10 Equity Share held. For the purposes of calculating the NAV above, the number of Equity Shares has been adjusted for this change.

6. ***Comparison with other listed companies***

Companies	CMP	Basic & diluted EPS	PE Ratio	RONW %	NAV (Per Share)	Face Value	Total Income (Rs. In lakhs)
Bindal Exports Limited	16.00	0.18	90.20	0.94%	18.78	10	2,468.23
Peer Group*							
Dhanlaxmi Fabrics Limited	37.70	0.73	51.64	1.58	46.02	10	9,229.35
Khator Fibre Fabrics Limited	8.83	1.40	6.31	4.41	31.74	10	5,852.73

**Source:* www.bseindia.com

***Issue Price for our Company is considered as CMP*

Notes:

1. Considering the nature and size of business of the Company the peers are not strictly comparable. However same have been included for broad comparison.
2. The figures for Bindal Exports Limited are based on the restated results for the year ended March 31, 2016.
3. The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2016.
4. Current Market Price (CMP) is the closing prices of respective scripts as on September 23, 2016.
5. P/E Ratio has been computed as the closing market prices of the Companies sourced from the

BSE website as on September 23, 2016 as divided by the respective Basic EPS provided under Note 6.

6. The Issue Price of Rs. 16 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 please see section titled *"Risk Factors"* beginning on page 19 and the financials of the Company including profitability and return ratios, as set out in the section titled *"Financial Statements"* beginning on page 203 of this Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors
Bindal Exports Limited
Block No. 270, Nr. Kumbharia Bus Stand,
Kadodara Road, Surat,
Gujarat – 395006.

Dear Sirs,

Sub: Statement of possible special tax benefits ("the Statement") available to Bindal Exports 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 annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ("Act") as amended by the Finance Act, 2016 (i.e. applicable to Financial Year 2016-17 relevant to Assessment Year 2017-18), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. 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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

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

The contents of this annexure 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 and the provisions of the tax laws.

*No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

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

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

For, N. K. Aswani & Co.
Chartered Accountants
Firm Registeration No.: 100738W

N. K. Aswani
Proprietor
Membership No.: 033278
Date: September 9, 2016
Place: Ahmedabad

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 2016-17

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

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

SECTION IV – ABOUT THE COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page19 and 203 respectively of this Prospectus before deciding to invest in our Equity Shares.

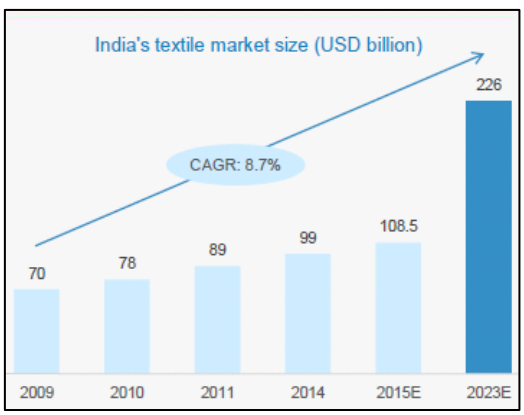
INTRODUCTION TO TEXTILE INDUSTRY

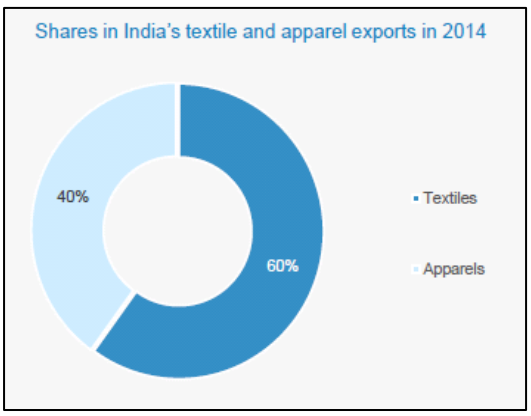
The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for ~14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.

The domestic textile and apparel industry in India is estimated to reach US$ 141 billion by 2021 from US$ 67 billion in 2014. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing. Textile and apparel exports from India are expected to increase to US$ 82 billion by 2021 from US$ 40 billion in 2014. Readymade garments remain the largest contributor to total textile and apparel exports from India. In FY15 the segment had a share of 40 per cent of all textile and apparel exports. Cotton and man-made textiles were the other major contributors with shares of 31 per cent and 16 per cent, respectively.

Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. Foreign direct investment (FDI) in textile sector increased to US$ 1,587.8 million in FY15 from US$ 1,424.9 million in FY14. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). To promote apparel exports, 12 locations have been approved by the government to set up apparel parks for exports. As per the 12th Five Year Plan, the Government plans to provide a budgetary support of US$ 4.25 billion to textiles. Free trade with ASEAN countries and proposed agreement with European Union will also help boost exports.

(Source: Indian Textiles and Apparel Industry Analysis - India Brand Equity Foundation www.ibef.org)





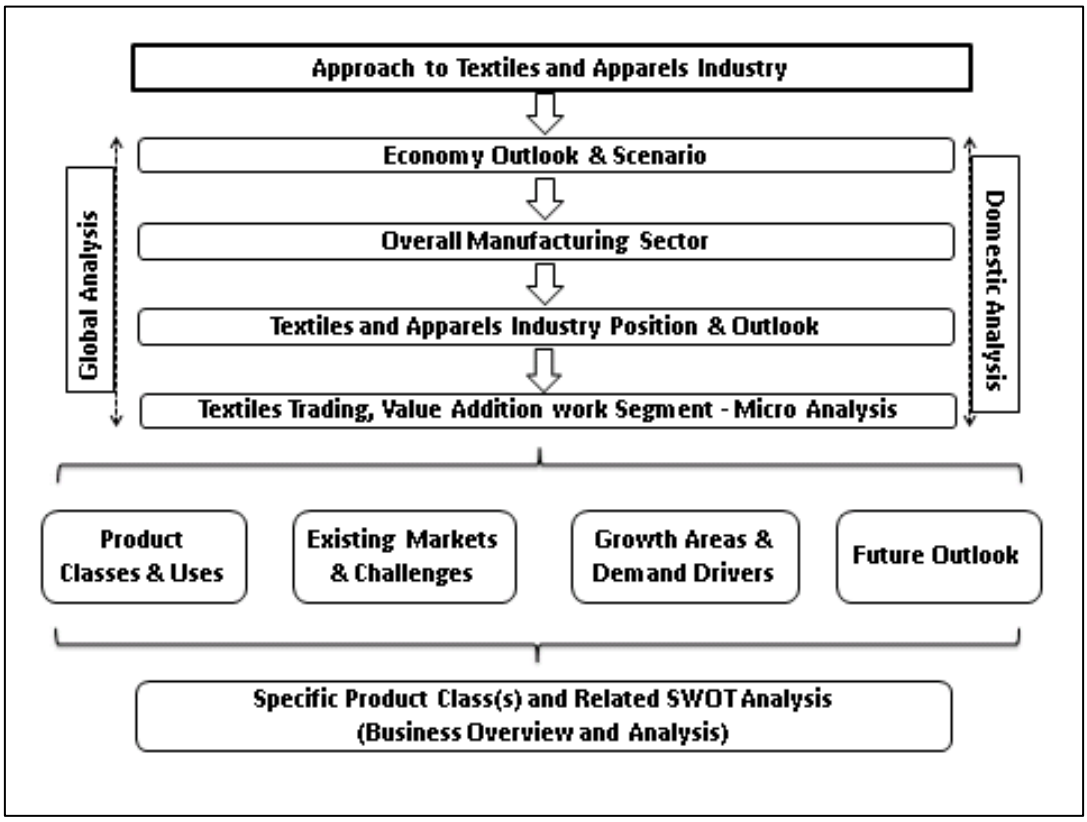
(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

APPROACH TO INDUSTRY ANALYSIS

Analysis of Textiles and Apparels Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Textiles and Apparels Industry forms part of Manufacturing Sector at a macro level. Hence, broad picture of Manufacturing Sector should be at preface while analysing the Textiles and Apparels 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 'Textiles and Apparels Industry', which in turn encompasses various components one of them being "Textiles Trading and Value addition Work Segment".

Thus, Textiles Trading and Value addition Work Segment should be analysed in the light of 'Textile industry' at large. An appropriate view on Textiles Trading and Value addition Work Segment, then, calls for the overall economy outlook, performance and expectations of Manufacturing Sector, position of Textile 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 Textiles and Apparels 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 2008and 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 over's of subdued global growth to other economies through trade channels and weaker commodity prices is manifest in diminishing confidence and increasing volatility in financial markets. In addition, a dual monetary policy-a gradual tightening in monetary policy in the US in the backdrop of its resilient recovery and easy monetary policy in several other major advanced economies has led to continued uncertainties and poses challenges for the year ahead. In the case of EMDEs, growth remained subdued at 4 per cent in 2015, but is projected to increase to 4.3 per cent in 2016 and 4.7 per cent in 2017. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016–17. Assessments indicate that mixed inflation developments in EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year.

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

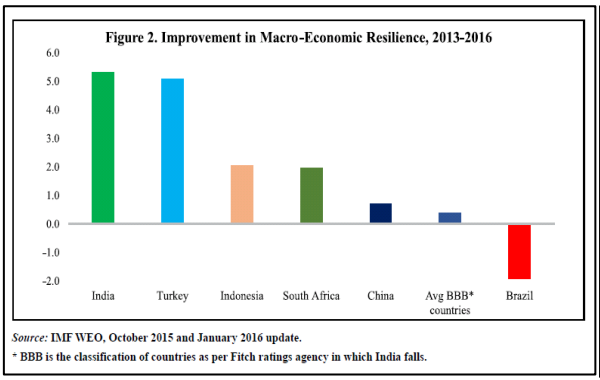
(Source: Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

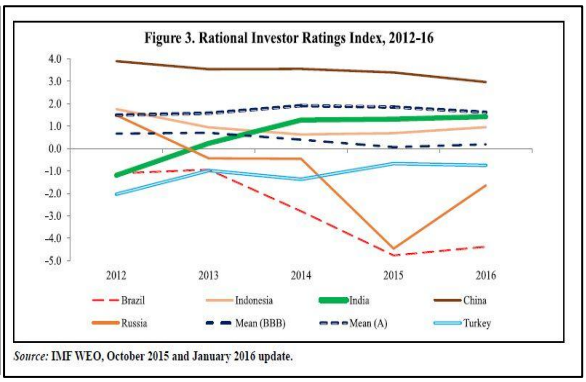
THE INDIAN ECONOMY

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

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

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





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

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

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

- Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16.
- According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) percent in 2015-16.
- In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 73/4 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.

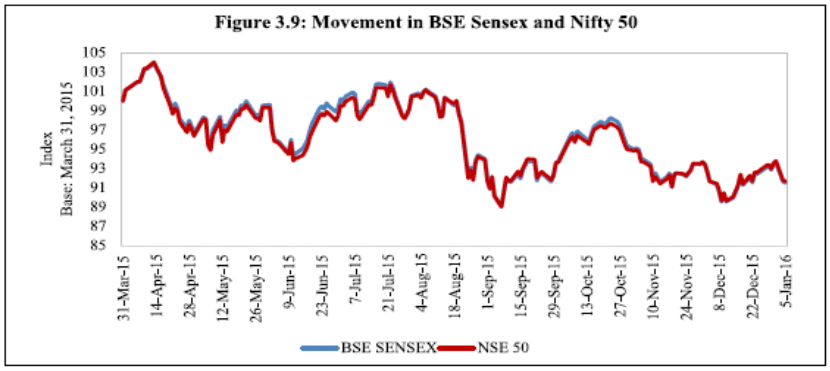
The small and medium enterprises (SME) platform of the stock exchange is intended for small and medium sized companies with high growth potential, whose post issue paid-up capital is less than or equal to Rs. 25 crore. During 2015-16 (April- December), 32 companies were listed on the SME platform, raising 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 (upto 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 (2.1per 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.

Figure 3.9: Movement in BSE Sensex and Nifty 50



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.

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

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

Table 6.1: IIP-based Growth Rates of Broad Sectors/ Use-based Classification (in per cent)

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

Source: CSO

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

MICRO SMALL AND MEDIUM ENTERPRISES SECTOR

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

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

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

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

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

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

OUTLOOK FOR GROWTH

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

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

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

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

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

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

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

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

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

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

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

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

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

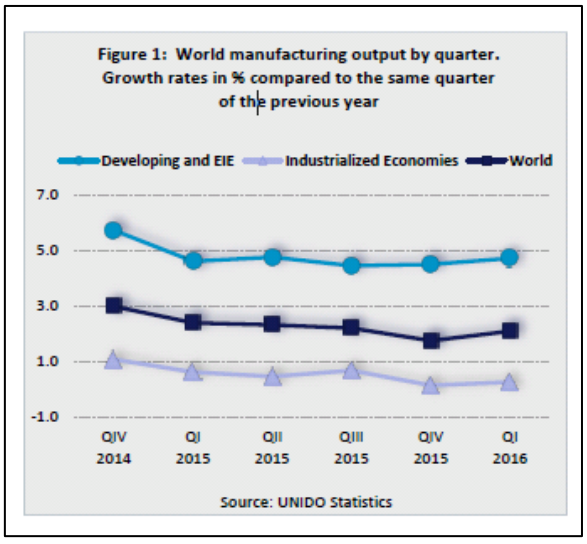
(Source: Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

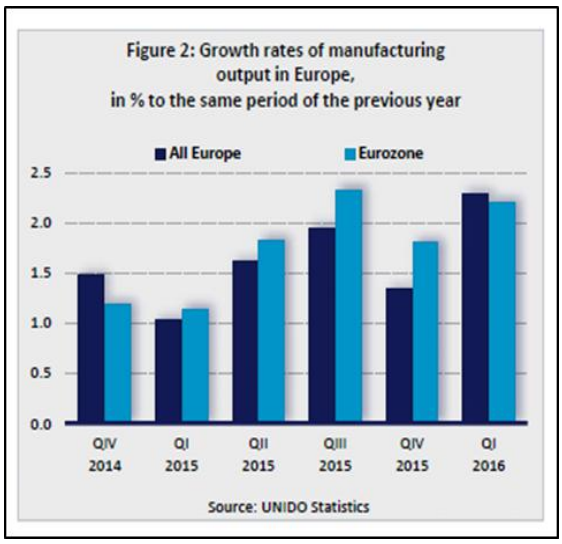
GLOBAL MANUFACTURING SECTOR

World manufacturing growth in the first quarter of 2016

World manufacturing growth continued to be sluggish in the first quarter of 2016 due to the fragile recovery process in industrialized economies and significantly weakened growth prospects in developing and emerging industrial economies. China, which has emerged as the largest global manufacturer in the aftermath of the protracted economic crisis, has entered a transition period and has adopted a more balanced pace, thus pushing the average industrial growth of emerging industrial economies downward. World manufacturing growth has also been affected by the generally lower growth pace in the United States and Japan, the second and third largest manufacturers in the world. Increasing pressure associated with financial volatility and falling oil prices has contributed to the instability of manufacturing growth in industrialized economies.

Despite the protracted period of low growth in industrialized as well as in developing and emerging economies, there is no sign of an imminent recession in global industrial production. World manufacturing output rose by 2.1 per cent in the first quarter of 2016 compared to the same period of the previous year, which is slightly higher than 1.8 per cent growth estimated for the last quarter of 2015. The production of durable goods, motor vehicles and consumer electronics is rising in industrialized and in developing economies. These positive growth trends were observed across country groups (Figure 1).





Industrialized economies marginally increased their quarterly growth rate in the first quarter of 2016 to 0.3 per cent from 0.2 per cent in the previous quarter. Some improvement in growth performance

was observed in Europe, where manufacturing output rose by 2.3 per cent in the first quarter of 2016 compared to the same period of the previous year. The growth of manufacturing output slightly increased in North America in the first quarter of 2016, but was still below 1.0 per cent. East Asia experienced a major blow, with manufacturing output dropping by nearly 3.0 per cent in the first quarter of 2016. Production decline was reported in two of East Asia's major manufactures, Japan and the Republic of Korea. Japan's yen began rising against other major currencies against the backdrop of an increased trade balance due to an earlier export surge, which has adversely affected manufacturing production in recent months. Production decline in East Asia had a negative impact on the manufacturing growth of industrialized countries as a whole.

Manufacturing growth in developing and emerging industrial economies remains weak due to a further slowdown in capital inflows from industrialized economies and a significant decline in exports. The slow recovery of industrialized economies and their dependence on external markets has exposed domestic structural problems in developing and emerging industrial economies, which have now been further compounded due to falling oil prices, compression of demand in domestic markets and high fluctuation in commodity prices. The downward trend of net capital inflows to developing economies continued, while exports from developing economies dropped by 13.0 per cent in 2015 (UNCTAD).

Despite the prolonged period of weak growth, developing and emerging industrial economies contributed around 90.0 per cent of global manufacturing growth in the first quarter of 2016. Manufacturing output in developing and emerging industrial economies has increased by 4.7 per cent in the first quarter, slightly higher than in the previous quarter (4.5 per cent). As depicted in Figure 1, the pace of growth in both country groups exhibit similar trends but the level of growth has been consistently higher in developing and emerging industrial economies than in industrialized countries. However, growth performance varied considerably among the regions. While Asian economies persevered, manufacturing output dropped in Africa and Latin America. Manufacturing output declined in Egypt and South Africa in the first quarter of 2016. Similarly, a sharp plunge in production was observed in Brazil as a result of overall economic recession.

Industrialized economies

Industrialized countries maintained a positive growth of manufacturing output overall in the first quarter of 2016, however, the pace has been too slow over a protracted period. The average quarterly growth of industrialized economies in 2015 was below 1.0 per cent, and only 0.3 per cent in the first quarter of 2016 compared to the same period of the previous years. Growth in industrialized economies in the first quarter of 2016 was characterized by moderate growth in Europe and North America and a negative trend in East Asia. This trend has persisted for quite some time.

Among the industrialized regions, Europe's manufacturing output has grown consistently since 2014. Manufacturing output in the first quarter of 2016 rose by 2.3 per cent compared to the same period of the previous year. This is the highest growth rate registered in Europe since early 2014. The growth figures were positive for the majority of European countries, with strong growth performance of around 7.0 per cent or more being observed in Switzerland, Ireland, Lithuania and Slovenia.

At the peak of financial instability, UNIDO's Quarterly Reports presented disaggregated data for the Eurozone economies to distinguish their growth trends from the rest of Europe. This difference seems to have disappeared in recent quarters. The growth trends for these two groups converged at the beginning of 2016. Eurozone economies, assisted by lower energy prices and a weaker euro, indicated a 2.2 per cent growth of manufacturing output in the first quarter of 2016. Germany, the largest manufacturer among the Eurozone countries, performed well with an increase of 1.8 per cent in manufacturing output. Manufacturing output rose by 2.1 per cent in Italy and by 0.9 per cent in France. Manufacturing output also rose in Belgium (2.5 per cent), in the Netherlands (1.5 per cent) and in Spain (4.9 per cent). Greece recorded a second consecutive quarter of positive growth, with manufacturing output rising by 1.4 per cent in the first quarter of 2016.

Outside the Eurozone, the manufacturing output of the United Kingdom declined by 1.3 per cent in the first quarter of 2016 compared to the same period of 2015. A potential Brexit has created considerable uncertainty, affecting business environment confidence and resulting in negative growth of manufacturing output. Among the other economies, the falling oil prices has hit the manufacturing output of Norway and the Russian Federation particularly hard, where output dropped by 6.4 per cent and 3.4 per cent, respectively. The manufacturing output of East European countries demonstrated a relatively higher growth rate of 3.4 per cent in Poland, 7.3 per cent in Croatia and 5.3 per cent in Bulgaria.

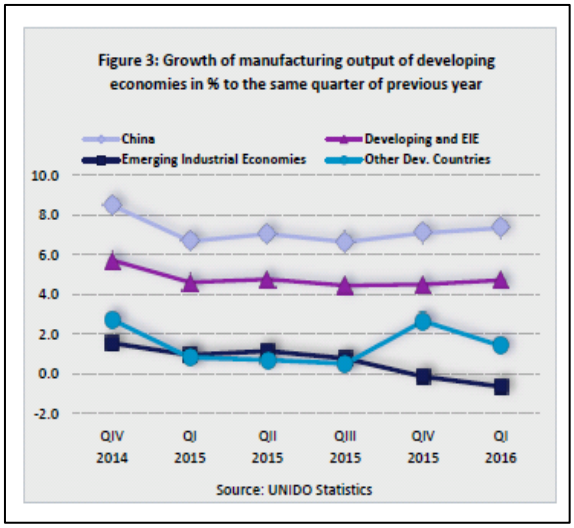
The industrial production index in North America rose by 0.9 per cent in the first quarter of 2016. Canada outperformed the United States with a 2.7 per cent growth of manufacturing output, attributable primarily to the high growth in the production of motor vehicles. US manufacturing output rose by merely by 0.7 per cent against the backdrop of a decline in competitiveness due to a strong dollar and weak consumer spending.

In East Asia, manufacturing output rose in Malaysia by 4.2 per cent, while other major economies observed negative growth. Manufacturing output dropped by 3.2 per cent in Japan, 1.8 per cent in Singapore and by 3.8 per cent in the Republic of Korea. The manufacturing output of the industrialized economies of East Asia fell by 2.9 per cent.

Developing and emerging industrial economies

A slowdown in China and a downturn in Latin America have impacted the overall growth of manufacturing in developing and emerging industrial economies. The slowdown in China was modest; manufacturing output rose by 7.4 per cent. This is one of the slowest growth rates since 2005, but not when compared with other economies of the world. Due to strong domestic demand, China's manufacturing has proven resilient to external shocks. Compared to other economies, China has maintained relatively high growth rates under conditions of declining capital inflow and exports.

Latin American economies, on the other hand, were not equally resilient and were negatively affected by subdued global demand for commodities and falling oil prices. The manufacturing production in Latin America fell by 3.3 percent. In addition, Brazil, South America's largest manufacturer, faced political uncertainty, decreasing prices of export commodities and soaring inflation. The manufacturing output of Brazil in the first quarter of 2016 plunged by 11.2 per cent compared to the same period of the previous year. Manufacturing growth in other major economies of the continent, namely Argentina and Chile, was less than 1 per cent, while Peru's manufacturing production dropped by 1.6 per cent. Mexico and Columbia recorded relatively higher growth rates.



Growth performance was much higher in Asian economies, where manufacturing output rose by 6.3 per cent in the first quarter of 2016. As one of the fast growing Asian economies, Viet Nam has maintained a double digit growth rate of manufacturing output for five consecutive quarters. The

overall growth of Viet Nam's economy has been driven by strength in export-oriented manufacturing, which continues to be driven by rising foreign direct investment. Indonesia's manufacturing output, which recently climbed to rank 10 of the largest world manufacturers, grew by 3.7 per cent in the first quarter of 2016. India's manufacturing output, which had achieved impressive growth rates in the last quarters, fell by 2.2 per cent. The high cost of borrowing and poor demand played a major role in the pre-mature reversal of India's manufacturing growth in 2016. Manufacturing production also dropped in Pakistan in the first quarter of 2016.

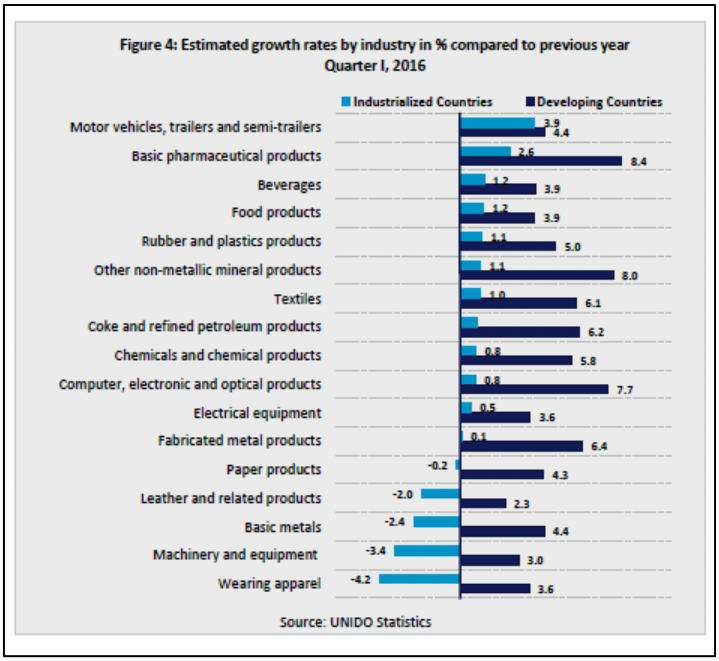
Estimates based on the limited available data indicate that manufacturing output in Africa has dropped by 0.8 per cent. The loss in growth was attributable to two major African economies - Egypt and South Africa. Egypt's manufacturing output dropped by 1.4 per cent and South Africa's by 0.8 per cent compared to the same period of the previous year. The manufacturing output of Senegal and Tunisia decreased as well. The weaker growth of manufacturing output is primarily credited to low capital inflow and reduced exports. Positive growth was maintained by Côte d'Ivoire and Morocco.

Findings by industry group

Global manufacturing production maintained a positive growth in nearly all industries in the first quarter of 2016. However, against the backdrop of falling investment in capital goods, the production of machinery and equipment declined by 1.1 per cent worldwide. The biggest loss was recorded by the tobacco industry, with worldwide production declining by 3.4 per cent. By contrast, the production of pharmaceutical products rose by 4.8 per cent. Among other fast growing industries, the production of textiles rose by 4.9 per cent and motor vehicles by 4.1 per cent.

Disaggregated data by industrialized and developing economies show that industrialized countries performed relatively well in the production of high-technology industries such as pharmaceutical products, motor vehicles, chemicals and electronics. The fastest growing industry in industrialized economies was the production of motor vehicles which rose by 3.9 per cent in the first quarter of 2016. Among them, vehicle production in Canada rose by 11.8 per cent, by 9.4 per cent in Italy and by 7.1 per cent in France. However, in Japan the production of motor vehicles fell by 5.3 per cent.

In general, the growth performance of developing and emerging industrial economies was far better in nearly all manufacturing industries, including several high-technology industries. The production of pharmaceutical products in developing and emerging industrial economies rose by the highest rate of 8.4 per cent. A significant contribution to the growth of pharmaceutical products was made by African countries, namely Egypt and Senegal. The growth rates for selected industries are presented below.



As shown in the Figure 4, developing economies maintained a relatively higher growth rate in the production of basic consumer goods. The manufacture of food products rose by 3.9 per cent, textile by 6.1 per cent and wearing apparel by 3.6 per cent. The most significant growth rate among developing economies in the production of wearing apparel was observed in Turkey at 12.2 per cent in the first quarter of 2016. The production of other consumer goods rose at a higher rate in developing and emerging industrial economies. Among other industries, the production of chemicals and chemical products grew by 5.8 per cent and basic metals by 4.4 per cent.

The growth rates for selected industries are presented below.

The production of electronic and optical products registered one of the highest growth figures at 7.7 per cent in developing and emerging industrial economies. Similarly, the manufacture of other non-metallic mineral products that essentially supply construction materials rose by nearly 8.0 per cent.

Additional statistics on the growth rates in the first quarter of 2016 are available in the Statistical Tables.

(Source: World Manufacturing Production- Statistics for Quarter I, 2016; United Nations Industrial Development Organisation - www.unido.org)

INDIAN MANUFACTURING SECTOR

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India's ranking among the world's 10 largest manufacturing countries has improved by three places to sixth position in 2015#. 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 has the potential to 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.

Investments

In a major boost to the 'Make in India' initiative, the Make in India week which was held in Mumbai between February 13 to 18, 2016, received an overwhelming response from investors. The fair had closed with INR 15.2 trillion (US$225.32 billion) in investment commitments.

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

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:

- Honda Motorcycle & Scooter India plans to invest around Rs 600 crore (US$ 88.94 million) to add a new line at its Narsapura facility at Karnataka, and launch at least 10-15 products during FY 2016-17 in the country.
- Force Motors, a utility and commercial vehicles manufacturer, inaugurated its Rs 100 crore (US$ 14.82 million) manufacturing facility in Pune, which will supply engines and axles to the Germany-based automobile manufacturer Mercedes-Benz.
- Boeing Company, an American plane maker, and Tata Advanced Systems Ltd (TASL), a fully owned subsidiary of Tata Sons, have entered into a joint venture to set up a new facility in Hyderabad to manufacture Boeing AH-64 Apache helicopter fuselages.

- Panasonic Corporation plans to set up a new manufacturing plant for refrigerators in India with an investment of Rs 250 crore (US$ 37 million), and also invest around Rs 20 crore (US$ 3 million) on an assembly unit for lithium ion batteries at its existing facility in Jhajjar in the next 8-10 months.
- Vital Paper Products, one of the major supply chain players in the paper and paper products industry, plans to set up a packaging product unit in the Special Economic Zone (SEZ) of Sri City, Andhra Pradesh, at an investment of Rs 60 crore (US$ 8.89 million), which will be operational from April 2017.
- Isuzu Motors, the Japan-based utility vehicle manufacturer, has inaugurated its greenfield manufacturing unit in Sri City, Andhra Pradesh, which was set up for Rs 3,000 crore (US$ 444.72 million), with an annual production capacity of 50,000 units and is estimated to generate around 2,000-3,000 jobs.
- Airbus has procured more than US$ 500 million worth of supplies from India in 2015, registering a growth of 15 per cent annually and has targeted a cumulative procurement of more than US$ 2 billion over a period of five years up to 2020.
- Havells India Limited, one of the top Indian consumer electrical equipment producer, plans to set up a new manufacturing unit near Bengaluru by making an investment of Rs 1,059 crore (US$ 156.99 million), which would be its twelfth plant in India and its first outside north India.
- Global beverage company Pepsi plans to invest Rs 500 crore (US$ 74 million) to set up another unit in Maharashtra to make mango, pomegranate and orange-based citrus juices, while biotechnology giant Monsanto plans to set up a seed plant in Buldhana district of Maharashtra.
- Hindustan Coca-Cola Beverages plans to set up a bottling plant with an investment of Rs 750 crore (US$ 111.2 million) in phases at the first industrial area being developed by Government of Madhya Pradesh under the public private partnership in Babai village of Hoshangabad, Bhopal.
- 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$ 1.85 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$ 76.6 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$ 68.2 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$ 35.9 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 in 2015. 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 National Institution for Transforming India (NITI Aayog), after its recent push for Rs 6,000 crore (US$ 889 million) textile sector package, aims to persuade the Government for similar support in the manufacturing sectors with large-scale employment generation opportunities, such as electrical and electronics engineering, footwear and light manufacturing segments, which also have export potential.
- The Ministry of Labour and Employment plans to relax compliance measures for MSMEs by exempting them from inspections related to key labour laws in order to encourage entrepreneurs to help promote manufacturing in India.
- The Government of India plans to give a big boost to local manufacturing by introducing the new 'Make in India green channel', which will reduce the time taken for cargo clearance at ports from about a week to a few hours without any upfront payment of duties.
- The Government of Rajasthan plans to boost industrial development in the state by offering ready to move in manufacturing facilities under its plug and play policy, revamping its single-window clearance system to cut down human interface and introducing intensive tracking to ensure smoother approvals to investors.
- Gujarat government is planning to set up an electronics products manufacturing hub in the state, through its newly announced Electronics Policy 2016, which will generate about 500,000 jobs in the electronics sector in the next five years.
- The Ministry of Heavy industries and Public Enterprises, in partnership with industry associations, has announced creation of a start-up centre and a technology fund for the capital goods sector to provide technical, business and financial resources and services to start-ups in the field of manufacturing and services.
- The Government of India plans to implement a new Defence Procurement Policy (DPP) by April, 2016 under which priority will be given to the indigenously made defence products and 25 per cent share of defence production will be open to private firms.
- 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.

- 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 has secured investment deals valued at Rs 5,000 crore (US$ 741.2 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$ 928.87 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$ 735), Kishor - covering loans between Rs 50,000 (US$ 735) to Rs 0.5 million (US$ 7,340), and Tarun - covering loans between Rs 0.5 million (US$ 7,340) and Rs 1 million (US$ 14,700).

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$ 27.42 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$ 0.0148 as on July 11, 2016

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

Notes: # - According to 'The Yearbook' a report by United Nations Industrial Development Organization (UNIDO)

(Source: Manufacturing sector in India, India Brand Equity Foundation www.ibef.org)

INDIAN TEXTILES INDUSTRY

Introduction

India’s textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India’s exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The industry realised export earnings worth US$ 41.4 billion in 2014-15, a growth of 5.4 per cent. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 40 million workers and 60 million indirectly. India's overall textile exports during FY 2015-16 stood at US$ 40 billion.

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

Market Size

The Indian textiles industry, currently estimated at around US$ 108 billion, is expected to reach US$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India’s Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP).

The Indian textile industry has the potential to reach US$ 500 billion in size#. The growth implies domestic sales to rise to US$ 315 billion from currently US$ 68 billion. At the same time, exports are implied to increase to US$ 185 billion from approximately US$ 41 billion currently.

Investments

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US$ 1.85 billion during April 2000 to March 2016.

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

- Trident Group, one of the leading manufacturers and exporters of terry towel, home textile, yarn and paper in India, has entered into a partnership with French firm Lagardere Active Group, to launch a premium range of home textiles under the renowned French lifestyle brand Elle Décor in India.
- Raymond Group has signed a Memorandum of Understanding (MoU) with Maharashtra government for setting up a textile manufacturing plant with an investment of Rs 1,400 crore (US$ 207.53 million) in Maharashtra’s Amravati district.
- Reliance Industries Ltd (RIL) plans to enter into a joint venture (JV) with China-based Shandong Ruyi Science and Technology Group Co. The JV will leverage RIL's existing textile business and distribution network in India and Ruyi's state-of-the-art technology and its global reach.

- Giving Indian sarees a 'green' touch, Dupont has joined hands with RIL and Vipul Sarees for use of its renewable fibre product Sorona to make an 'environment-friendly' version of this ethnic ladies wear.
- Grasim Industries has invested Rs 100 crore (US$ 14.82 million) to develop its first fabric brand, 'Liva', which it will distribute through 1,000 outlets as part of a plan to stay in sync with changing consumer behaviour.
- Snapdeal has partnered with India Post to jointly work on bringing thousands of weavers and artisans from Varanasi through its website. "This is an endeavour by Snapdeal and India Post to empower local artisans, small and medium entrepreneurs to sustain their livelihood by providing a platform to popularise their indigenous products," said Mr Kunal Bahl, CEO and Co-Founder, Snapdeal.
- Welspun India Ltd (WIL), part of the Welspun Group has unveiled its new spinning facility at Anjar, Gujarat - the largest under one roof in India. The expansion project reflects the ethos of the Government of Gujarat's recent 'Farm-Factory-Fabric-Fashion-Foreign' Textile Policy, which is aimed at strengthening the entire textile value-chain.
- American casual fashion retailer Aéropostale, Inc. has inked a licensing agreement with Arvind Lifestyle Brands Ltd to open standalone stores in the country. Aéropostale will open 30 stores and 25 shop-in-shop locations over the next three years.

Government Initiatives

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

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

- The Union Cabinet has cleared an Rs 6,000 crore (US$ 889.44 million) package for the textile sector, aimed at attracting investments worth Rs 74,000 crore (US$ 10.95 billion) generating 10 million jobs and increasing textile exports by US$ 30 billion in the next three years.
- The Department of Handlooms and Textiles, Government of India, has tied up with nine e-commerce players and 70 retailers to increase the reach of handlooms products in the Indian market, which will generate better prices and continuous business, besides facilitating direct access to markets and consumers for weavers.
- The Union Ministry of Textiles, which has set a target of doubling textile exports in 10 years, plans to enter into bilateral agreements with Africa and Australia along with working on a new textile policy to promote value addition, apart from finalising guidelines for the revised Textile Upgradation Fund Scheme (TUFS).
- The Government of India has started promotion of its 'India Handloom' initiative on social media like Facebook, Twitter and Instagram with a view to connect with customers, especially youth, in order to promote high quality handloom products.
- The Ministry of Textiles launched Technology Mission on Technical Textiles (TMTT) with two mini-missions for a period of five years (from 2010-11 to 2011-12 in the 11th five year plan and 2012-13 to 2014-15 in 12th five year plan) with a total fund outlay of Rs 200 crore (US$ 29.6 million). The objective of TMTT is to promote technical textiles by helping to develop world class testing facilities at eight Centres of Excellence across India, promoting indigenous development of prototypes, providing support for domestic and export market development and encouraging contract research.
- The Government of India is expected to soon announce a new National Textiles Policy. The new policy aims at creating 35 million new jobs by way of increased investments by foreign companies, as per Textiles Secretary Mr S K Panda.
- Subsidies on machinery and infrastructure

- The Revised Restructured Technology Up gradation Fund Scheme (RRTUFS) covers manufacturing of major machinery for technical textiles for 5 per cent interest reimbursement and 10 per cent capital subsidy in addition to 5 per cent interest reimbursement also provided to the specified technical textile machinery under RRTUFS.
- Under the Scheme for Integrated Textile Parks (SITP), the Government of India provides assistance for creation of infrastructure in the parks to the extent of 40 per cent with a limit up to Rs 40 crore (US$ 6 million). Under this scheme the technical textile units can also avail its benefits.
- The major machinery for production of technical textiles receives a concessional customs duty list of 5 per cent.
- Specified technical textile products are covered under Focus Product Scheme. Under this scheme, exports of these products are entitled for duty credit scrip equivalent to 2 per cent of freight on board (FOB) value of exports

- The Government of India has implemented several export promotion measures such as Focus Market Scheme, Focus Product Scheme and Market Linked Focus Product Scheme for increasing share of India's textile exports.
- Under the Market Access Initiative (MAI) Scheme, financial assistance is provided for export promotion activities on focus countries and focus product countries.
- Under the Market Development Assistance (MDA) Scheme, financial assistance is provided for a range of export promotion activities implemented by Textiles Export Promotion Councils.
- The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.
- The Ministry of Textiles has approved a 'Scheme for promoting usage of geotechnical textiles in North East Region (NER)' in order to capitalise on the benefits of geotechnical textiles. The scheme has been approved with a financial outlay of Rs 427 crore (US$ 63.3 million) for five years from 2014-15.
- A Memorandum of Understanding (MoU) has been signed between India and Kyrgyzstan seeking to strengthen bilateral cooperation in three fields -Textiles and Clothing, Silk and Sericulture, Fashion

Road Ahead

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

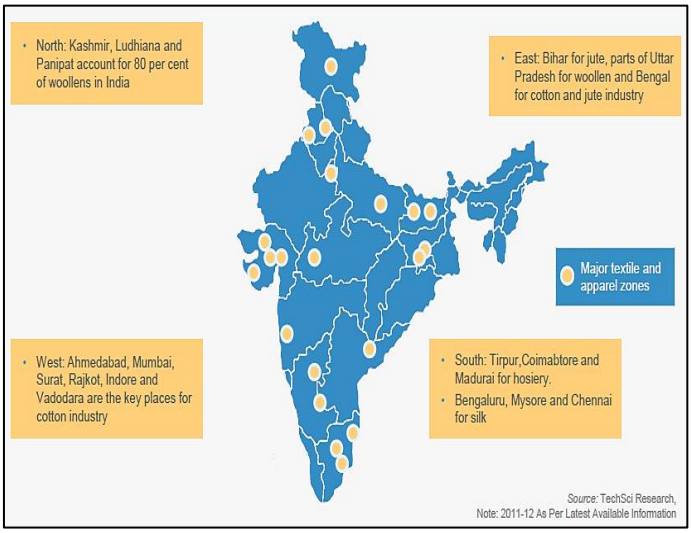
Exchange Rate Used: INR 1 = US$ 0.0148 as on July 11, 2016

References: *Ministry of Textiles, Indian Textile Journal, Department of Industrial Policy and Promotion, Press Information Bureau*

Notes: ^ - As per The Cotton Textiles Export Promotion Council (Texprocil), # - According to a study by Wazir Advisors and PCI Xylenes & Polyester,

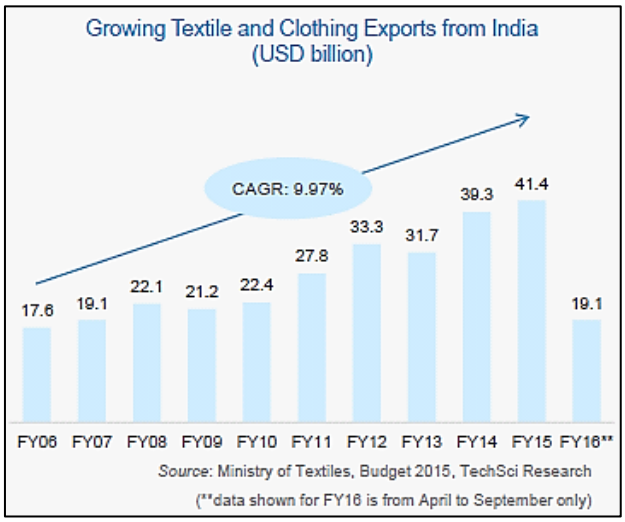
(Source: Indian Textile Industry, India Brand Equity Foundation www.ibef.org)

KEY TEXTILES AND APPAREL ZONES IN INDIA



(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

EXPORTERS GAINING FROM STRONG GLOBAL DEMAND



- Capacity built over years has led to low cost of production per unit in India's textile industry; this has lent a strong competitive advantage to the country's textile exporters relative to key global peers.
- The sector has also witnessed increasing outsourcing over the years as Indian players moved up the value chain from being mere converters to vendor partners of global retail Giants.
- The strong performance of textile exports is reflected in the value of exports from the sector over the years. Textile exports grew by 5.3 per cent to USD41.4 billion in FY15. However, there is a growth (CAGR) of 9.97 per cent over the period of FY07 to FY15.
- In the coming decades, Africa and Latin America could very well turn out to be key markets for Indian textiles.

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

EXPORTS HAVE POSTED STRONG GROWTH OVER THE YEARS

- Exports have been a core feature of India's textile and apparel sector, a fact corroborated by trade figures.
- Exports grew to USD41.4 billion in FY15 from USD17.6 billion in FY06, implying a CAGR of 9.97 per cent.
- Exports during FY16 (between April-September 2015) touched USD19.1 billion.
- However, in FY15, India's textile exports crossed the mark of FY14 and touched USD41.4 Billion.

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

OPPORTUNITIES IN TEXTILE INDUSTRY

Immense growth potential

The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. The sector is expected to be reached to USD226 billion by FY2023. Population is expected to reach to 1.34 billion by FY2019. Urbanisation is expected to support higher growth due to change in fashion and trends

Private sector participation in silk Production

The Central Silk Board sets targets for raw silk production and encourages farmers and private players to grow silk. To achieve these targets, alliances with the private sector, especially major agro-based industries in pre-cocoon and post-cocoon segments has been encouraged

Proposed FDI in multi-brand retail

For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers. It will also bring in greater investments along the entire value chain – from agricultural production to final manufactured goods. With global retail brands assured of a domestic foothold, outsourcing will also rise significantly

Retail sector offers growth Potential

With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with several international players like Marks & Spencer, Guess and next having entered Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

Centers of Excellence (CoE) for research and technical training

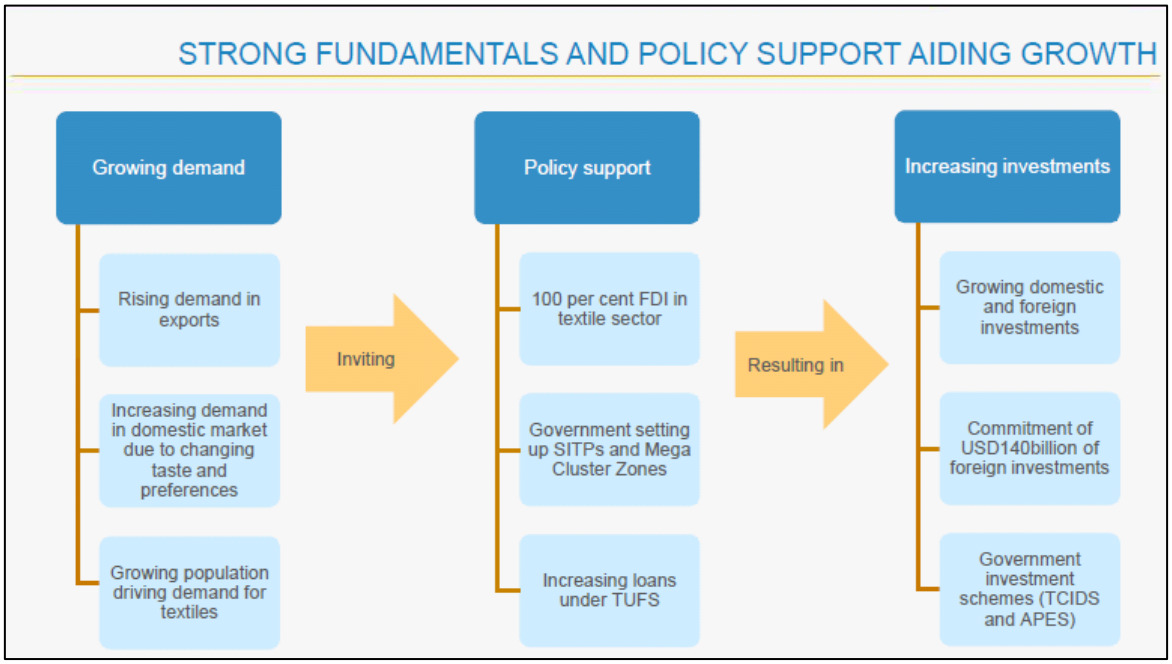
The CoEs are aimed at creating testing and evaluation facilities as well as developing resource centres and training facilities. Existing four CoEs, BTRA for Geotech, SITRA for Meditech, NITRA for Protech and SASMIRA for Agrotech, would be upgraded in terms of development of incubation centre and support for development of prototypes. Fund support would be provided for appointing experts to develop these facilities

Foreign investments

The government is taking initiatives to attract foreign investments in the textile sector through promotional visits to countries such as Japan, Germany, Italy and France. According to the new Draft of the National Textile Policy, the government is planning to attract foreign investments thereby creating employment opportunities to 35 million people

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

POLICY SUPPORT HAS BEEN A KEY INGREDIENT TO GROWTH



(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

Technology Up gradation Fund Scheme (TUFS)

- Investment was made to promote modernization and up-gradation of the textile industry by providing credit at reduced rates.
- USD0.39 billion has been allocated for TUFS scheme for FY15

National Textile Policy – 2000

- The policy was introduced for the overall development of textile industry**.**
- Key areas of focus include technological upgrades, enhancement of productivity, product diversification and financing arrangements. New draft for this policy ensures to employ 35 million by attracting foreign investments. It also focuses on establishing a modern apparel garment manufacturing center in every.
- North Eastern state for which Government has invested an amount of USD3.27 million.

Foreign Direct Investment

- FDI of up to 100 per cent is allowed in the textile sector through the automatic route.

Scheme for Integrated Textiles Parks (SITP)

- SITP was set up in 2005 to provide necessary infrastructure to new textile units; under SITP, 40 projects (worth USD678 million) have been sanctioned.
- Out of these 40 projects, 27 have started production. 16 projects has been completed and as on November 2014, Government has invested a total of USD21.96 million for 21 new textile parks and the remaining 13 textile parks has been given the in-principle approval under SITP

Technical textile industry

- Government of India has planned an increase in the fund outlay for technical textiles industry to more than USD117 million during the current 12th Five Year Plan (2012-17)

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

NOTABLE TRENDS IN INDIA'S TEXTILE SECTOR

Increasing investment in TUFS

- Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS) and cluster development activities.
- TUFS for the textile sector to continue in the 12th Five Year plan with an investment target of USD24.8 billion

Multi-Fibre Arrangement

- (MFA)With the expiry of MFA in January 2005, cotton prices in India are now fully integrated with international rates. In 2014, the government has cleared 13 proposals of new textile parks in different states.

Public-Private Partnership (PPP)

- The Ministry of Textiles commenced an initiative to establish institutes under the Public-Private Partnership (PPP) model to encourage private sector participation in the development of the industry

Technical textiles

- Technical textiles, which has been growing at around twice the rate of textiles for clothing applications over the past few years, is now expected to post a CAGR of 20 per cent over FY11-17.
- USD70.83 million has been allocated to promote the use of Geotechnical textiles in the North East states.

(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

ADVANTAGE INDIA

Robust demand

- Increased penetration of organized retail, favorable demographics, and rising income levels to drive textile demand.
- Growth in building and construction will continue to drive demand for non clothing textiles.

Increasing investments

- Huge investments are being made by Government under Scheme for Integrated Textile Parks (SITP)-(USD184.98 Million) and Technology Up gradation Fund Scheme (TUFS)-(term loan sanctioned in Feb, 2015-USD2198.45 Million) to encourage more private equity and to train workforce.

Competitive Advantage

- Abundant availability of raw materials such as cotton, wool, silk and jute.
- India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to major textile producers.

Policy support

- 100 per cent FDI (automatic route) is allowed in the Indian textile sector.
- Under Union Budget 2015-16, government has allocated USD39.81million for integrated parks in India.
- Free trade with ASEAN countries and proposed agreement with European Union will boost exports.

Market Value: USD 108.5 Billion 2015E
Market Value: USD 226 Billion 2023F
(Source: Textile and Apparel Report January 2016 - India Brand Equity Foundation www.ibef.org)

OUR BUSINESS

Our Company M/s Bindal Exports Private Limited began its journey as a partnership firm registered under the name and style of M/s J B Exports in the year 1997. On May 22, 2007, the firm was converted into a private limited Company and thereafter in September 2016, we became a Public Company. The registered office of our Company is located at 'Bindal House', Block No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat – 395006, Gujarat, India and the Stitching unit of the company is located at P-216, Kadodara Char Rasta, Kadodara, Taluka: Palsana, Surat - 395225, Gujarat, India.

Founded by Ravindrakumar Arya, our Company forms part of the esteemed Bindal group, which is a well known group in Surat Textile Market offering an array of textile products and services ranging from processing, designing to manufacturing. The group has an operating history of more than three decades and has carved a niche for itself in the textile market. With his vast experience, our promoter has been instrumental in determining the vision and growth strategies for our Company.

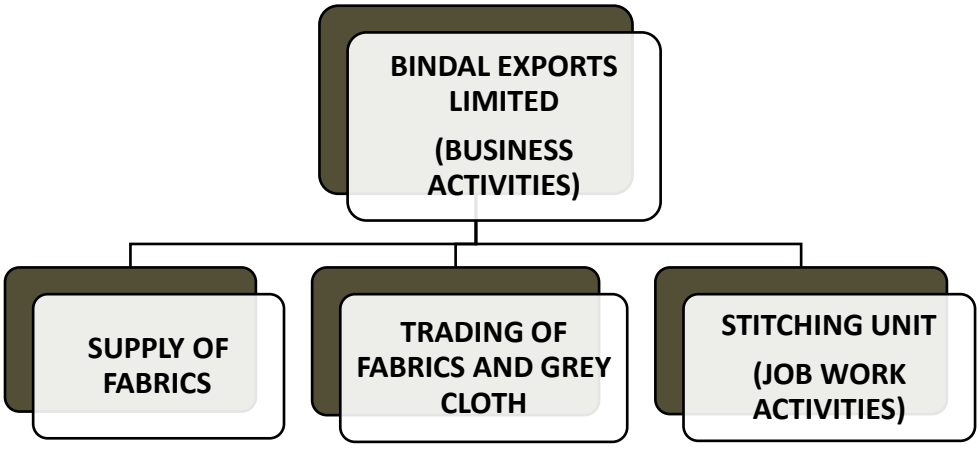
Our Company is involved in supplying fabrics, trading of grey cloth and finished fabrics and job work of fabrics. Job work of fabrics includes value addition work such as embroidery work, Tikli work, glitter work etc. For carrying out job work operations, we have a stitching and cutting facility with requisite machineries and facilities for servicing the value addition needs of the customers. Our Product portfolio comprises of wide range of fabrics such as polyester, viscose, rayon etc. These fabrics come in variety of material, size and colours. Our products are mainly used by garment houses for manufacturing of garments in the apparel industry.

Our Company caters to both domestic as well as international markets. Our Company has also been recognized by Government of India as a "One Star Export House" and holds a valid certificate for the same from the Director General of Foreign Trade. We have a dedicated marketing team headed by our management looking after our operations.

Our Company has also been recipient of several awards in the past from The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC), The Southern Gujarat Chamber of Commerce & Industries, Surat (SGCCI) for its valued contribution.

We value our customers and aim to exceed customer expectations by fulfilling valuable commitments. Our customer oriented approach and cordial relations with our suppliers are the key strengths of our company. We continuously aspire for great heights which not only showcase our signature of success in the present but also leave a mark for future.

OUR BUSINESS ACTIVITIES:



Our business activities mainly include following:

Supply of Fabrics:

We supply polyester and different blends of polyester, viscose, rayon, satin, chiffon etc. to our domestic as well as overseas customers. Our processed fabrics portfolio comprises solids, prints as well as value added work like embroidery, spangle, sequin, glitter, flock etc. As per customer requirements, varied colours, finish, designs are delivered. We manufacture fabrics by outsourcing the same.

Trading of Fabrics and Grey Cloth:

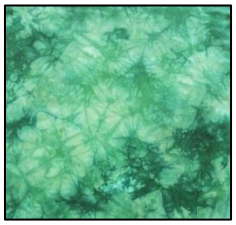
We also undertake trading of fabrics and grey cloth in domestic market. Our business is strategically located at Surat which is known as Textile Hub of the Country. We supply the same to garment houses and apparel manufacturers with stringent criteria with respect to dimension, color fastness, etc.

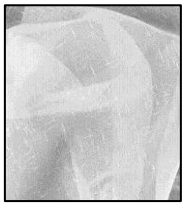
Stitching Unit (Job Work Activities):

Our job work activities are handled from Stitching unit which is well equipped with stitching and cutting facilities. We do job work for ethnic Indian wear like sarees well as western garments including nightwear at our Stitching Unit.

OUR PRODUCTS:

We supply and trade in following type of fabrics:

RANGE OF FABRICS			
POLYESTER	**GEORGETTE**	**BRASSO**	**COTTON**
KNITTED FABRIC	**CHIFFON PRINT**	**SPANDEX OR LYCRA**	**SATIN**
CREPE FABRIC	**DEVORE OR BURNOUT FABRIC**	**TEXTURED DYED**	**VISCOSE**
			

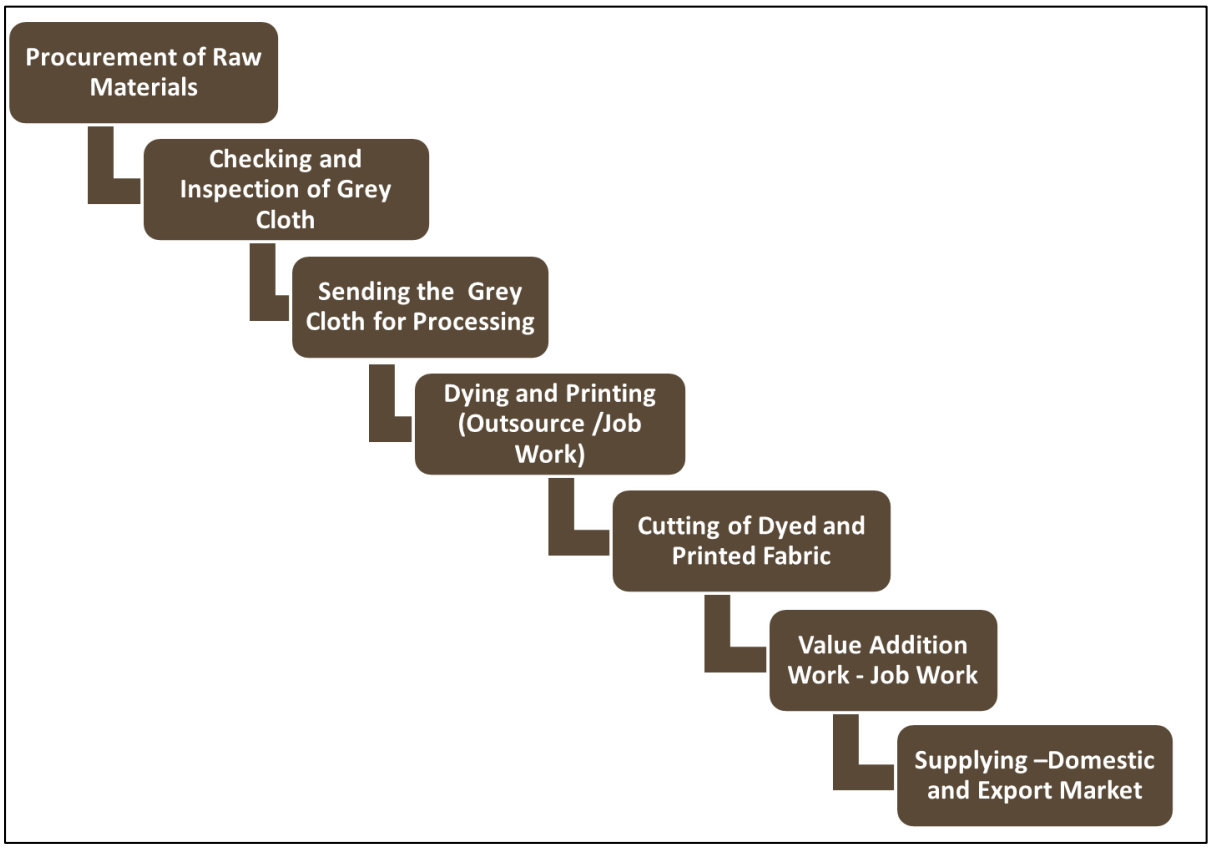
VOILES	RAYON	BOTTOM WEIGHT FABRIC	DIGITAL PRINT
			

Our fabric portfolio comprises a wide range of fabrics such as different blends of polyester, rayon, cotton, satin, chiffon, knitted fabric, viscose etc. which are supplied by us in domestic as well as international market. We procure the grey fabric from local market and get the processing done either from Bindal Silk Mills Private limited, one of our group Companies or from any other processing unit locally on job work basis.

Our fabrics commonly find application in apparel industry, bathing & furnishing industry, etc. For example, Polyster is used in apparels as well as home furnishings whereas Georgette fabric is used in Blouses, Dresses, Evening Gowns, Saris, and Trimmings. Brasso fabric is best choice for manufacturing of lehengas to saris and salwar kurtas. Chiffon is most commonly used in evening wear i.e. gowns; and is also a popular fabric used in blouses, ribbons, scarves and lingerie.

We provide the fabrics as per the customers' specifications and specialize in diverse styles, varied colours and speciality finishes which are tailor made as per customers' requirements. We supply our products to large garment houses for manufacturing of garments in the apparel industry. We also undertake value addition work such as Tikli work, glitter work, embroidery work etc. and get it done locally on job work basis.

OUR BUSINESS PROCESS:



1. **Procurement of Raw Materials**

   Our manufacturing process starts with procurement of raw materials i.e. Grey Fabric (mainly Polyster Grey Fabric) from domestic suppliers, mostly Surat based fabric traders. For regular and uninterrupted supply of raw materials, we have some regular suppliers from whom we source our raw material requirement. Our Company has sufficient space to store the raw materials before they are taken into use for processing. We procure the raw materials as per the orders placed by the customers.

2. **Checking and Inspection Of Fabric**

   After procuring, grey fabric is properly stored in the godown of the Company. Fabric is thoroughly checked and inspected with regards to quality, quantity, texture, damages etc. Only quality fabric is selected for further processing as per the customers requirement and damaged or defective fabric is sent back to supplier. Quality check and inspection is done manually by workers. Workers check the entire lot of grey fabric and try to ensure that even minor damages or defects are detected at the very first stage. Hence the quality of the textiles is ensured at the very beginning of the process.

3. **Sending the Fabrics for Processing**

   After strict quality check and inspection, grey polyster fabric is then sent for processing which involves dying and printing and other related activities. We get the processing work done at textiles processing unit of Bindal Silk Mills Private Limited (one of our group companies) or any other processing unit locally. Job work is done strictly as per the customers' requirement and the required specifications are conveyed to the processing unit. At the processing unit, the dying and printing activities are performed and the fabric is made ready for usage in garment industry.

4. **Cutting of Dyed and Printed Fabric**

   The dyed and printed fabric is brought to the godown and inspected with regards to job work done. After final quality check, the fabric is cut into required quantity and rolled out for packing. The fabric is cut as per the specifications required by the customer.

5. **Value Addition Work – Job Work Basis**

   We also undertake value addition work on textiles and get it done through job work basis locally. It is done if customer requires the same. Textile producers face a great challenge to offer a unique value proposition and differentiate their products from the rest. Value additions done to textiles distinguish them from others and create marketability for the same. Value addition to textile products could be achieved by enhancing either the form or function or both. It involves adding multi functional finishes to the fabric. We undertake following value additions on textiles:

VALUE ADDITION WORK – JOB WORK BASIS		
Embroidery Work	Glitter Work	Net Sequence Work
Zari (or Jari) Work	Moti / Stone Work	Sequin Work
Flock Work	Tikli Work	Aari Work
Zardosi Work	Mirror Work	Kundan Work

6. **Supplying – Domestic and Export Market**

   Finally, finished fabric is properly folded and packed as per the standard packing requirements. Products are now ready for dispatching to domestic as well as export market. Packing the rolled out fabric in systematic way plays an important role in the concluding process. We deliver our products domestically to garment houses, apparel manufacturers, fabric traders, exporters. Textiles Products that are exported are checked with all export standards before dispatching.

STITCHING FACILITY:

Our job work operations are handled from Stitching Unit which is well equipped with stitching Machines, Five-Thread Machines, Interlock Machines, Button Machines, Khach Machines, Cutting Machines and Layering Machines. Stitching Machines are mainly imported from Japan of brand name "JUKI".

PROCESS AT STITCHING UNIT

1. **Procurement Of Fabric And Raw Materials**

   The operations at the stitching unit start with procurement of raw materials such as saree border, lace etc. as per the requirement of the customers. Customers provide the Fabric on which stitching work needs to be performed. We procure raw materials such as saree borders, lace materials, piping dori, various types of accessories for stitching, different colour threads etc. form local market.

2. **Checking And Inspection Of Fabric**

   Fabric is then checked thoroughly with regards to quality, quantity, texture, damages etc. before cutting and stitching. Quality of the fabric is ensured at the very beginning of the process. Specifications of fabric are checked by workers manually and defects or damages if any are pointed out and removed.

3. **Cutting Of Fabric And Stitching Materials**

   Fabric is then cut according to the requirements into small pieces for stitching purpose. We have cutting machines to perform cutting activities and the same is done manually also by the workers. Also raw materials such as saree borders are cut with specific dimensions required for stitching.

4. **Stitching Process**

   Under this process, the cut fabric are rolled out and stitched thoroughly as per the requirement of the apparel. Fabric is subject to various types of stitches such as back stitch, overcast stitch, cross stich, buttonhole or blanket stitch, chain stich or knot stitch.

5. **Thread Cutting Process**

   After the stitching of apparels is done, thread cutting department checks the apparels and thread cutting work is undertaken to ensure textile finishing. Stitching process involves a lot of thread work and threads are attached to the fabrics even after the stitching. In the Thread cutting process even the smallest thread is removed and textiles product is made thread free.

6. **Quality Assurance**

   Our Company focuses on quality and customer satisfaction to maintain long term relationship and to ensure repeat orders. Once the thread cutting is done, apparels are once again checked to ensure quality work performed and as per the other textiles related standards and requirements of the Customers. Each and every Stitching work is thoroughly checked and defective textiles are separated and corrected.

7. **Packing and Dispatch**

   After the stringent quality assurance check and finishing, finished products are properly folded and packed in a systematic way as per the requirements. Such finished products are then dispatched for delivery to the customers.

RAW MATERIALS

For supply of fabrics, we require Grey cloth and at stitching unit we require Saree Borders, Lace Materials, Piping Dori, Various types of threads etc.

OUR COMPETITIVE STRENGTHS

7. Experienced Management Team

Our Promoter, Ravindra Arya who also serves as Chairman and Managing Director looks after overall management of the Company and has more than three decades of experience in the field of textile industry. Further, our company is managed by qualified and experienced personnel who are well versed with our industry and the business undertaken by our Company. We believe that our management team's experience and their understanding of the textiles industry will enable us to take advantage of future market opportunities thus expanding our business horizons.

8. Quality Assurance

We believe that quality of products plays an instrumental role in our industry. Our Company has the practice of checking the products for quality assurance before they are dispatched to the customers and our Company has a separate quality control department which looks after the quality, strength and the durability of the products. Also the raw materials such as Grey Fabric is checked and inspected before it is sent to processing thus ensuring quality assurance from the initial stages.

9. Co-relation with our Group Company

With respect to manufactured fabrics, our Company procures grey cloth and outsource the manufacturing job. The processed fabric is then sold by us to customers. A substantial portion of manufacturing is done by our group Company M/s. Bindal Silk Mills Private Limited ensuring quality and timely delivery.

10. Marketing Team

Our company has well established marketing set up for creating sound market for our products in domestic as well as overseas market. Our Company's Exports marketing department is headed by Ravindrakumar Arya and Pyarelal Agarwal who have considerable years of experience in the field of Textiles - sales and marketing. Domestic Marketing is handled by Anupam Arya, Executive Director who has marketing expertise. Our Company's marketing team develops and maintains cordial relations with our customers by continuously following-up with the existing customers and approaching new customers.

11. Locational Advantage

Our company is located in Surat which is considered as Textile Hub of the Country and enjoys sound domestic market for availability of raw materials and finished products. Thus, procurement of raw materials is less time consuming and comparatively cheaper.

12. Scalable Business Model

Our Business model is customer centric and order driven, and requires optimum utilisation of our existing facilities, assuring quality supply of raw materials and achieveing consequent economies of scale. The business scale generation is basically due to development of new markets both domestic and international by exploring marketing expertise and by maintaining the consistent quality output. We belive that our business model is scalable.

OUR BUSINESS STRATEGY

We envisage long term growth by supplying qualitative products and building long term relations with customers. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing range of products with specific emphasis on the following factors as business and growth strategy:

5. Improving our functional efficiency

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development. We continue to invest in operational excellence throughout the organization. We ensure a strong quality commitment by our employees.

6. Customer Satisfaction

The business of our Company is customer oriented and always strives to maintain good relationship with the customers. Our Company's marketing team approaches existing customers for their feedback and based on their feedback any changes in the products if required are carried out. Our Company provides quality products and effective follow-ups with customers who ensure that the customers are satisfied with the product and do not have any complain.

7. Brand Image

We would continue to associate ourselves with good quality customers and execute projects to their utmost satisfaction. We are highly conscious about our brand image and intend to continue our brand building exercise by providing excellent services to the satisfaction of the customers.

8. Leveraging our market skills and relationship

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

SWOT ANALYSIS:

Strengths ▪ Brand Image ▪ Experienced Team ▪ Customer Base ▪ Quality Assurance	**Threats** ▪ High Competition ▪ Changing Technology ▪ Change in Fashion
Weaknesses ▪ Labour intensive industry ▪ Timely Availability of Raw Material	**Opportunities** ▪ Expanding Export Markets ▪ Enhancing functional Efficiency

CAPACITY & CAPACITY UTILIZATION:

We manufacture fabrics on outsource basis. Further, we are mainly involved in textile trading and job work activities i.e. Cutting and Stitching. Hence any specific data relating to capacity and capacity utilization does not exist.

COLLABORATIONS/TIE UPS/ JOINT VENTURES:

As on date of this Prospectus, Our Company has not entered into any collaboration / tie ups / joint ventures.

SALES AND 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 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. Export Marketing is handled by Ravindra Arya and Pyarelal Agarwal whereas Domestic Marketing is handled by Anupam Arya. We believe our relationship with the clients is strong and established as we receive repeated orders. To retain our customers, our 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 intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenge so as to scale new heights.

COMPETITION

Textiles being a large and global industry, we face competition from various domestic and international players. The Industry which we cater to is highly competitive, unorganized and fragmented with many small and medium-sized companies and entities and we compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range.

Most of our competitors in the regional level are from the unorganized sector of the textile industry.

We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way.

EXPORT AND EXPORT OBLIGATIONS

As on date of this Prospectus, our Company does not have any Export Obligation under Export Promotion Capital Goods (EPCG) Scheme or any other scheme of Government of India.

UTILITIES & INFRASTRUCTURE:

Infrastructure Facilities

Our registered office and factory site is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

Power:

Our Company meets its power requirements by purchasing electricity from Dakshin Gujarat Vij Company Limited. Our Company also have stand by arrangement of D. G. Sets of 100KVA to run a part of production machines in absence of power facilities.

Water:

Our water requirement is very low, our Company requires water for drinking and other office use and as such we fulfil our requirement through water connection.

HUMAN RESOURCE:

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

As on July 31, 2016, we have 18 employees in the registered office in addition to our management. These employees look after administration, legal, marketing and accounting functions. Further, we have 6 employees in our cutting division and 29 workers at the stitching unit of the Company. 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.

LAND AND PROPERTY:

We have our properties located at following:

- **Leased Properties:**

Sr. no	Name of the Licensor	Name of the Licensee	Area of the property	Address of the Property	Period of Agreement	Usage
1.	Gujarat Industrial Development Corporation (GIDC)	Bindal Exports Private Limited	8620 Sq. Meter	Plot No. 38-39-40-41, GIDC Apparel Park, Sachin, Surat, Gujarat	Lease from January 16, 2007 to January 29, 2033	Open Plot. No activity on the said plot.

The registered office premises and stitching unit premises are owned by Bindal Silk Mills Private Limited (BSMPL), one of the Group Companies of our Company and our Company does not have any formal lease agreement with BSMPL to that effect. Our Company has signed a Memorandum of Understanding with BSMPL for free use of land and amenities.

INSURANCE DETAILS:

Our insurance policies are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage maintained. We maintain insurance policies in respect of our operations. We maintain standard fire and special perils policy for our machineries and stocks. These policies also insure us against earthquake (fire and shock).

INTELLECTUAL PROPERTY:

TRADEMARK

Our Company has registered/ applied for following trademarks:-

Sr. No.	Description	Word / Label Mark	Class	Applicant	Application / Trademark number	Date of filing	Date of Expiry	Status
1.		Device	35	Bindal Exports Private Limited	3328471	August 5, 2016	N.A.	New Application

Sr. No.	Description	Word / Label Mark	Class	Applicant	Application / Trademark number	Date of filing	Date of Expiry	Status
2.		BEARHUG**	24	Bindal Exports Private Limited	1787723	February 20, 2009	February 19, 2019	Registered

** Our Company does not undertake any business under the brand name BEARHUG as on date of this Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, We are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye–laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the business of trading of textiles and textiles related products. Taxation statutes such as the Income Tax Act, 1961 and applicable labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page number 279 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

A. BUSINESS / TRADE RELATED REGULATIONS

Amended Technology Up-Gradation Fund Scheme (ATUFS)

Ministry of Textiles, Government of India has notified Amended Technology Up gradation Fund Scheme vide notification dated January 13, 2016. In order to promote ease of doing business, promote make in India and increase the employment, government will be providing credit linked Capital Investment Subsidy (CIS) under the ATUFS. The scheme would facilitate augmenting of investment, productivity, quality, employment and exports. It will also increase investment in textile industry (using benchmarked technology). Entities registered as Companies which have acknowledgment of Industrial Entrepreneur Memorandum (IEM) with DIPP except MSMEs units which will be as per ministry of MSME or units registered with the concerned Directorates of the State Government showing clearly the activity for which the unit is registered, will only be eligible to get benefits under the scheme. Only benchmarked machinery as specified will be eligible for the subsidy under the scheme. The maximum subsidy for overall investment by an individual entity under ATUFS will be restricted to Rs.30 Crore.

National Textile Policy – 2000 ("NTxP – 2000")

The Government of India in November 2000 announced the National Textile Policy – 2000, thereby replacing the previous Textile Policy of 1985. Though it is to be noted that a revised national textile policy is in the framework stage, however the same is yet to be notified. The main objective of the NTxP – 2000 was to enable the industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. It aimed at achieving textiles and apparel exports of upto $ 50 billion by 2010 from the present $ 11 billion. The NTxP – 2000 took note of the new challenges and opportunities presented by the changing global environment, particularly the initiation of the process of gradual phasing out of quantitative restrictions on imports and the lowering of tariff levels for an integration of the world textile and clothing markets by the end of 2004.

The objectives of the NTxP – 2000 are:

- Facilitate the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing, to enable the textile industry to build world class state-of-

the-art manufacturing capabilities in conformity with environmental standards, and for this purpose to encourage Foreign Direct Investment as well as research and development in the sector.

- Equip the textile industry to withstand pressures of import penetration and maintain a dominant presence in the domestic market;
- Liberalise controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment enable the textile industry to build world class state-of-the-art manufacturing capabilities in conformity with environmental standards, and for this purpose to encourage both Foreign Direct Investment as well as research and development in the sector;
- Develop a strong multi-fibre base with thrust on product upgradation and diversification;
- Sustain and strengthen the traditional knowledge, skills and capabilities of our weavers and craftspeople;
- Enrich human resource skills and capabilities, with special emphasis on those working in the decentralized sectors of the textile industry; and for this purpose to revitalize the Institutional structure;
- Expand productive employment by enabling the growth of the textile industry, with particular effort directed to enhancing the benefits to the north east region;
- Make Information Technology (IT), an integral part of the entire value chain of textile
- Production and thereby facilitate the textile industry to achieve international standards in terms of quality, design and marketing and;
- Involve and ensure the active co-operation and partnership of the State Governments, Financial Institutions, Entrepreneurs, Farmers and Non-Governmental Organizations in the fulfilment of these objectives vide the NTxP – 2000 the Government has conveyed it‘s commitment towards providing a conducive environment to enable the Indian textile industry to realise its full potential, achieve global excellence, and fulfil its obligation to different sections of society.

Gujarat Textile Policy, 2012

With the object of continuing leadership position in textile sector, State Government of Gujarat issued Gujarat Textile Policy, 2012. The state government wants to strengthen entire value chain for overall growth of textile sector in the State of Gujarat. Eligible entities will be provided various incentives under the different schemes under the policy.

Major schemes under the policy are as follows;

- **Special Concession in Power tariff**

  Power Tariff subsidy of @ Rs. 1 per unit in the billed amount of the utility for the units available for a period of five years as promotional initiative for cotton spinning and industries with or without preparatory in the State of Gujarat.

- **VAT Concession**

  Eligible units will also be entitled to refund of VAT paid on purchase of raw materials and remission of VAT/CST collected on final/intermediate product within entire value chain to the extent of 100% the eligible fixed capital investments in plant and machinery with in one year.

- **100% Foreign Direct Investment (FDI) in the Textile Sector**

  The Indian Government has allowed foreign equity investment up to 100%, through automatic route, in the textile sector. Indian manufacturing companies are allowed 100% FDI to carry out wholesale trading on “a cash and carry basis” and also export trading through the automatic route, without seeking prior Government approval.

- **Export Promotion Capital Goods (EPCG) Scheme**

  The EPCG scheme facilitates import of capital goods at 3% concessional rate of duty with appropriate export obligation.

- **Duty Drawback Scheme**

  DBK is a duty remission scheme enabling post export replenishment / remission of duty on inputs used in export products, whereby exporters are allowed refund of the excise and import duty suffered on raw materials under DBK so as to make the products more competitive in the international market.

- **Scheme for Integrated Textile Parks**

  In 2005, during the Tenth Five Year Plan, the Government sponsored "Scheme for Integrated Textile Parks ("SITP") was launched, by merging the two previously existing schemes namely, the Scheme for Apparel Parks for Exports and the Textile Centre Infrastructure Development Scheme. SITP is intended to provide the Indian textile industry with world-class infrastructure facilities for setting up textile units and to facilitate textile units to meet international standards and social standards. The SITP is now co-terminus with the Eleventh Five Year Plan (i.e. 2007-2012) and is continued in the twelfth Five Year Plan (i.e. 2012-17). The state government under the scheme, shall inter alia, provide requisite clearances, assistance in identification and procurement of suitable land, and participate in projects, by way of subscribing to equity of special purpose vehicles through various state government agencies. During the Tenth Five Year Plan, 30 textiles park projects were approved. Locations of these projects are: Andhra Pradesh-4, Gujrat-7, Maharastra-6, Tamil Nadu-6, Rajasthan-4, Karnataka-1, Punjab-1and West Bengal-1.

The Textiles Committee Act, 1963

The Textiles Committee Act, 1963 ("TCA") was enacted in 1963. The textiles committee has been established under the TCA (hereinafter referred to as the "Textile Committee") with the primary objective of ensuring a standard quality of textiles both for domestic and export markets as well as standardization of the type of textile machinery used for production. The Textiles Committee's functions include, among others, the promotion of Indian textiles and textile exports, researching in technical and economic fields, establishing standards for Indian textiles and textile machinery, setting up of laboratories, and data collection. Additionally, the Textile Committee regulates the imposition of cess on textile and textile machinery that is manufactured in India under the Textiles Committee Act. **The Additional Duties of Excise (Textiles and Textile Articles) Act, 1978** prescribes and provides for the levy and collection of an additional excise duty on certain textiles and textile articles.

Textile (Development and Regulation) Order, 2001 ("Textile Order")

The Textile Order was brought into force by the Central Government under section 3 of the Essential Commodities Act, 1955 and repealed the Textile (Development and Regulation) Order, 1993. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles shall keep books of accounts, data and other records relating to his business in the matter of production, processing, import, export, supply, distribution, sale, consumption, etc. and shall furnish such returns or information in respect of their business as and when directed by the Textile Commissioner.

The Textile Order further provides that no person shall make any markings on any textiles resembling the brand name or trade name of any other person who has applied for or obtained a registration to that effect under the Trade and Merchandise Marks Act, 1958, except under and limited to the extent of specific authorization by the holder of or applicant for such brand or trade name.

Gujarat Industrial Policy 2015

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it

more technology-driven. This type of support will come by bay 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.

The Government of Gujarat will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents.

Gujarat government shall be 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. Government of Gujarat 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.

Export Promotion Capital Goods Scheme (EPCG Scheme)

To facilitate import of capital goods for producing quality goods and services to enhance India's export competitiveness. EPCG scheme covers manufacturer exporters with or without supporting manufacturer(s), merchant exporters tied to supporting manufacturer(s) and service providers. Also covers a service provider who is designated / certified as a Common Service Provider (CSP) by the DGFT.

The EPCG Scheme allows import of capital goods for pre-production, production and post production at 5% customs duty subject to an export obligation equivalent to 8 times of the duty saved on capital goods imported under the EPCG Scheme to be fulfilled over a period of 8 years reckoned from the date of issuance of the license. The EPCG Scheme covers manufacturer, exporters with or without supporting manufacturer(s)/ vendor(s), merchant exporters tied to supporting manufacturer(s) and service providers. Capital goods would be allowed at 0% duty for exports of agricultural products and their value added variants. However, in respect of EPCG licences with a duty saved of Rs.100 crore or more, the same export obligation shall be required to be fulfilled over a period of 12 years.

Advance Authorization Scheme

Advance Authorization Scheme is a duty exemption scheme issued to allow duty free import of inputs, which are physically incorporated in export product (making normal allowance for wastage). In addition, fuel, oil, energy, catalysts which are consumed / utilized to obtain export product, may also be allowed. The DGFT, by means of Public Notice, may exclude any product(s) from the purview of Advance Authorization. Advance Authorizations are exempted from payment of basic customs duty, additional customs duty, education cess, antidumping duty and safeguard duty, if any. The facility of Advance Authorization shall also be available where some or all inputs are supplied free of cost to exporter by foreign buyer.

Duty Entitlement Passbook Scheme (DEPB)

DEPB is a duty remission scheme enabling post export replenishment / remission of duty on inputs used in export products. The Objective of DEPB is to neutralize the incidence of customs duty on import content of export product. Component of Special Additional Duty and customs duty on fuel shall also be allowed under DEPB (as a brand rate) in case of non availment of CENVAT credit. The neutralization shall be provided by way of grant of duty credit against the export product. An exporter may apply for credit, at a specified percentage of FOB value of exports, made in freely convertible currency or payment made from foreign currency account of SEZ unit / SEZ Developer in case of supply by DTA. Credit shall be available against such export products and at such rates as may be specified by DGFT by way of public notice. Credit may be utilized for payment of Customs Duty on freely importable items. The DEPB holder shall have the option to pay additional customs duty in cash as well. DEPB credit rates have been prescribed for textiles and clothing products. DEPB credit rates have been prescribed for 83 textiles and clothing products out of which 6 talks about silk products. The scheme aims to neutralize the incident of basic and special custom duty on the import content of the export product, by way of grant of duty credit against the export product at specified rates. However, these export incentives may be reviewed shortly to make them WTO-compatible.

The Additional Duties of Excise (Textiles and Textile Articles) Act, 1978

The Additional Duties of Excise (Textiles and Textile Articles) Act, 1978 provides for the levy and collection of an additional 15% of the total amount of excise duty chargeable on certain textiles and textile articles as specified in the schedule to the said Act.

Construction of Apparel International Mart

Apparel International Mart ("AIM") is a mart set up by Apparel Export Promotion Council, ("AEPC") Ministry of Textile, and Government of India. AIM is a state of the art architectural accomplishment with a covered area of 350,000 sq. ft. meeting latest international standards where exporters and buyers are able to meet, access their requirements and conduct on the spot business. AIM expects to include 250 exclusive showrooms showcasing a wide range of products, a 70,000 sq. ft. area earmarked for exhibitions, auditorium, resource centre, business centre, bank with foreign exchange facility, travel desk and AEPC offices of the AEPC. AIM is expected to serve as a platform to showcase Indian apparels to the world with a fully integrated multiplex for showrooms and an exhibition area designed according to world class standards.

The establishment of AIM is expected to be a landmark in the history of the Indian apparel industry and is expected to provide a major thrust to the country's export promotion efforts especially in view of the phase-out the Multi Fibre Agreement in 2005.

The Multi-Fibre Arrangement ("MFA") & the WTO Agreement on Textiles & Clothing ("ATC")

The Multi-Fibre Arrangement governed world trade in textiles and garments from 1974 through 1994, imposing quota restrictions on the textile exports from developing countries to developed countries. Though the MFA was signed in 1974, its roots stretched back to the 1930s. At that time, during a period of global economic distress, Japan emerged as the largest exporter of cotton textiles, and the U.S. and Europe moved to limit imports from Japan to preserve their domestic markets for their own textile industries. These restraints never really went away. By the 1960s, they were extended to Hong Kong, Pakistan, and India. As the restraints on textile trade were globalized, multilateral negotiations ensued, leading to a series of agreements. Initially, the agreements covered only cotton, but they eventually expanded into "multi fibre" arrangements covering textiles and clothing made from all fibres. The MFA was hence introduced in 1974 as a short-term measure intended to allow developed countries to adjust to imports from the developing world. On January 1, 1995, the MFA was replaced by the WTO Agreement on Textiles and Clothing ("ATC"), which set out a transitional process for the ultimate removal of the aforesaid quotas. The ATC was signed by the signatories to the General

Agreement on Tariff and Trade (GATT) on the basis of securing the eventual integration of the textiles and clothing sector into the GATT on the basis of strengthened GATT rules and disciplines whereby quotas were phased out on the basis of an agreed timetable The elimination of quotas has changed the global clothing industry forever, raising the bar for suppliers. Accordingly, quota restrictions have been removed with effect from January 1, 2005. The expiry of the ten-year transition period of ATC implementation means that trade in textile and clothing products is no longer subject to quotas under a special regime outside normal WTO/GATT rules but is now governed by the general rules and disciplines embodied in the multilateral trading system. This removal of world trade quota restrictions is expected to bring about significant changes in the global apparel trade. Productivity, labour costs, quality and creativity will determine which countries will eventually emerge as the beneficiaries of the new trade policies.

Technical Textile Scheme

Technical Textiles is a high technology sunrise sector which is steadily gaining ground in India. Based on usage, there are 12 technical textile segments; Agrotech, Meditech, Buildtech, Mobiltech, Clothtech, Oekotech, Geotech, Packtech, Hometech, Protech, Indutech and Sportech. To facilitate higher integration of technology into manufacturing processes and end products, Government of India has allowed up to 100% FDI under automatic route for the technical textiles segment. Leading global manufacturers of technical textiles products will thus be able to establish manufacturing units in India, either alone or through partnerships with Indian industries. Several Central and State government agencies are working towards providing the necessary information to potential investors.

In 2010-11 the ministry of textile launched Technology Mission on Technical Textiles (TMTT) for a period of 5 years which is now extended for an additional period of two years. There are two mini missions laid out by the ministry. Mini-Mission I The objective of Mini Mission I is standardization, creating common testing facilities with national / international accreditation, indigenous development of prototypes and maintaining a resource centre with I.T. infrastructure. The objective of Mini Mission II is to provide support for the development of domestic & export markets for technical textiles.

EXPORT PROMOTION SCHEMES AVAILABLE FOR TEXTILE SECTOR FIRMS IN INDIA

Merchandize Export from India ("MEIS") Scheme

The scheme is launched in April 2015 and provides for duty reward to eligible textile and apparel categories to an extent of 2-5% of FOB value. The countries for the purpose of this scheme is categorised into three categories. Category A – Traditional Markets, Category B – Emerging and Focus Markets and Category C – Other markets. There shall be a corresponding reward for export of products payable as percentage of realized FOB value.

Interest Equalization Scheme

The Cabinet Committee on Economic Affairs (CCEA) approved of the Interest Equalization Scheme on pre and post shipment rupee export credit for five years, starting April 1, 2015. This will further provide relief to the exporters from India who was facing extensive competition because of higher interest rates than competing countries like Vietnam, China etc.

Market Access Initiative ("MAI") Scheme

Market Access Initiatives (MAI) Scheme is an Export Promotion Scheme envisaged to act as a catalyst to promote India's export on a sustained basis. The scheme is formulated on focus product-focus country approach to evolve specific market and specific product through market studies/survey. Assistance would be provided to Export Promotion Organizations/ Trade Promotion Organizations/ National Level Institutions/ Research Institutions/ Universities/ Laboratories, Exporters, etc., for enhancement of export through accessing new markets or through increasing the share in the existing markets. Under the Scheme the level of assistance for each eligible activity has been fixed.

- Financial assistance for carrying out marketing projects abroad
- Assistance for building capacity for exporters, export promotion organizations, etc.
- Assistance on reimbursement basis to exporters for charges/fees paid by them for fulfilling the statutory requirements in the buyer country.
- Assistance for conducting studies
- Assistance in developing projects leading to substantial improvement in market access

There is an Empowered Committee (EC), chaired by Secretary (Textiles) which considers and approves the proposals and also monitors the implementation of the sanctioned proposals.

Market Development Assistance ("MDA") Scheme

Marketing Development Assistance (MDA) Scheme is to support/assist exporters/EPCs to undertake export promotion activities for their product(s) and commodities through Focus export promotion programmes in specific regions abroad viz. FOCUS (LAC), Focus (Africa), Focus (CIS) and Focus (ASEAN + 2) programmes. The incentives under this Scheme are primarily given to develop the already accessed markets abroad. Exporting companies with an f.o.b. value of exports of up to Rs. 30 crore in the preceding year will be eligible for MDA assistance for participation in BSMs/fairs/exhibitions abroad. This is subject to some conditions given in the MDA Guidelines.

Foreign Trade (Development and Regulation) Act, 1992

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

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

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

Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations promulgated there under. The act aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The

Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

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

The Micro, Small and Medium Enterprises Development Act, 2006

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

a. where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise;

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

c. where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

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

The MSMED act provides for appointment and establishment of National Board by the Central Government for MSME enterprise with its head office at Delhi. The Central Government may from time to time for the purpose of promotion and development of the MSME and to enhance the competitiveness in the sector organise such programmes, guidelines or instructions, as it may deem

fit. In case of any offences under this act, no court inferior to that of Metropolitan Magistrate or Chief Metropolitan Magistrate shall try the offence under this act.

Anti-Trust Laws

Competition Act, 2002

The Competition Act, 2002 (the "Competition Act") prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 04, 2011 and came into effect on June 01, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as 'Individuals' and 'Group'. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India. Effective June 01, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

B. GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

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

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

APPROVALS FROM LOCAL AUTHORITIES

Setting up of a factory or a manufacturing or housing unit entails that the requisite planning approvals are obtained from the relevant local panchayat(s) outside the city limits and the appropriate metropolitan development authority within the city limits. Consents from the State Pollution Control Board(s), the relevant State Electricity Board(s) and the State Excise Authorities (Sales Tax) are

required to be obtained before commencing the building of a factory or the start of manufacturing operations.

C. EMPLOYMENT AND LABOUR LAWS

The Factories Act, 1948

The Factories Act, 1948 ("Factories Act") aims at regulating labour employed in factories. A "factory" is defined as "any premises whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...". The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the "occupier", being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

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

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment

Employee's Compensation Act, 1923

The Employee's Compensation Act, 1923 ("ECA") 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 ECA makes every employer liable to pay compensation in accordance with the ECA 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 ECA within one month from the date it falls due, the commissioner appointed under the ECA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

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

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

Employees Provident Fund Scheme, 1952

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

Employees Deposit Linked Insurance Scheme, 1976

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

The Employees' Pension Scheme, 1995

This Scheme repealed Employees Family Pension Scheme, 1971. Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

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

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. The Act was enacted with the motive of providing for certain benefits to employees in case of sickness, maternity, and employment injury and to make for provision of certain other matters. There shall be for the purpose of administration of the scheme of Employees State Insurance in accordance with the provisions of this Act a Corporation to be known as Employees State Insurance Corporation. This corporation shall be a body corporate having perpetual succession and common seal. All contributions paid under this act

and all other money received on behalf of the Corporation shall all be paid into a fund called the Employees State Insurance Fund.

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 in which 20 or more persons are employed on any day during an accounting year covered to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 (the **"Gratuity Act**") establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more persons are employed or were employed on any day of the preceding twelve months, as the central government may, by notification, specify. Penalties are prescribed for non-compliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. Presently, an employer is obliged for a maximum gratuity pay out of Rs.10,00,000/- for an employee.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 gives power to appropriate government (Central or State) to fix minimum wages to be paid to the persons employed in scheduled or non scheduled employment and the concerned employer is required to pay the minimum wages, fixed by the appropriate government. Such employer is also required to maintain registers and exhibits giving the particulars of wages paid to employees.

Maternity Benefit Act, 1961

The Maternity Benefits Act, 1961 the purpose of the Maternity Benefit Act is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides, inter alia, for paid leave of 12 weeks, payment of maternity benefits and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention of discrimination, on the ground of sex. It states that no employer shall pay to any worker, employed by him in an establishment or employment, remuneration, whether payable in cash or in kind, at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment or employment for performing the same work or work of a similar nature.

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 our Industry as per Part B of the Schedule.

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

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

D. TAX RELATED LEGISLATIONS

Central Sales Tax, 1956

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) When a sale or purchase takes place outside a State (c) When a sale or purchase takes place in the course of imports into or export from India, to provide for Levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

The Value Added Tax Act ("VAT")

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.

Gujarat Value Added Tax Act, 2003 ("GVAT")

Gujarat Value Added Tax, 2003 (GVAT Act) is made effective in the state of Gujarat from 1st April, 2006. On its implementation following Acts are repealed.

- The Gujarat Sales Tax Act, 1969,
- The Bombay Sales of Motor Spirit Taxation Act, 1958,
- The Purchase Tax on Sugarcane Act, 1989.

However provisions relating to pending assessment, appeals, recovery etc., under the above Acts will survive The basic requirement of charging tax under GVAT Act is that where any sale in the course of business is affected, in the State of Gujarat, VAT is payable under GVAT Act. Transactions made in the course of business only are covered under the GVAT Act.

Customs Act, 1962

All the laws relating to customs are consolidated under the Indian Customs Act, 1962. The officers of customs shall be appointed by the Central Government as it thinks fit. An officer of customs may exercise the powers and discharge the duties conferred on him. The provisions relating to appointment of customs ports, airports, warehousing stations are laid down under the act. There shall be absolute or partial prohibition on import or export of goods by the Central Government for maintenance of

security in India. The interest on levy of or exemption of Customs duty is thus laid down under the act. The clearance of imported goods and export shall not apply to baggage and goods imported or to be exported by post.

The Central Excise Act, 1944

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5th / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

The Gujarat (Panchayats, Municipalities, Municipal Corporations and State) Tax on Professions, Traders, Callings and Employments Act, 1976

Professional tax in Gujarat is governed by the Gujarat Panchayats, Municipalities, Municipal Corporation and State Tax on Professions, Traders, Callings and Employment Act, 1976 and rules of 1976. All registered partnership firms, all factory owners, all shops or establishment owners (if the shop has employed on an average five employees per day during the year), all businesses covered under the definition of 'dealer' defined in the Gujarat Value Added Tax Act, 2003 whose annual turnover is more than Rs. 2.50 lakhs, all transport permit holders, money lenders, petrol pump owners, all limited companies, all banks, all district or state level co-operative societies, estate agents, brokers, building contractors, video parlours, video libraries, members of associations registered under Forward Contract Act, members of stock exchange, other professionals, like legal consultants, solicitors, doctors, insurance agents, etc are covered under this Act. It is duty of the employers to deduct tax from the person earning any salary/wage in the organisation. For the purpose of this act, employer means in relation to an employee earning any salary or wages on regular basis under him, means the person or the officer who is responsible for disbursement of such salary or wages, and includes the head of the office or any establishment as well as the manager of agent of the employer.

Monthly Salary Amount payable in Gujarat

Less than Rs. 5999	Nil
Rs. 6000 to Rs. 8999	Rs. 80 per month
Rs. 9000 to Rs. 11999	Rs. 150 per month
Rs. 12000 & above	Rs. 200 per month

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.

E. ENVIRONMENTAL REGULATIONS

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.

Integrated Processing Development Scheme

The Integrated Processing Development Scheme seeks to address environmental concerns of the textile industry, including improving the effluent infrastructure. This scheme has received approval of the Cabinet Committee on Economic Affairs, GoI and is proposed to be implemented during the twelfth five year plan and has an outlay of ` 5,000 million.

Ministry of Industry, Department of Industrial Policy and Promotion, Press Note No. 17 (1998 series)

With a view to encouraging investments towards setting up of integrated units and thus achieving value additions, as well as to address the current difficulties of the cotton yarn export oriented units, the Government of India issued Press Note No. 17 (1998 Series), which allows export oriented units the operational flexibility of exporting cotton yarn without being subject to domestic cotton sourcing restrictions to the extent provided for within the press note.

F. INTELLECTUAL PROPERTY LEGISLATIONS

In general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- The Copyrights Act, 1957
- The Trademarks Act, 1999
- The Information Technology Act, 2000

The Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 (the "**Trade Marks Act**") provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Information Technology ("IT") Act, 2000

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

G. HUMAN RESOURCE DEVELOPMENT

TEXTILE WORKERS' REHABILITATION FUND SCHEME (TWRFS)

In order to protect the interests of the workers of closed mills, the Textile Workers' Rehabilitation Fund Scheme (TWRFS) came into force with the objective of providing interim relief to textile workers rendered unemployed as a consequence of the permanent closure of any particular portion of, or the entire textile unit. The assistance under TWRFS is available to eligible workers only for the purpose of enabling them to settle in other gainful employment and is available only for three years on a tapering basis, but would not extend beyond the date of super-annuation of any worker. A closed textile mill should be licensed under the Industrial (Development and Regulation) Act, 1951 or registered with the Textile Commissioner as a medium scale unit on the date of the closure. The mill should have obtained the requisite permission for closure from the appropriate State Government under Section 25(o) of the Industrial Disputes Act, 1947, or should be taken over by an Official Liquidator appointed by the High Court, and the unit should have closed down on or after June 6, 1985. This also includes partially closed units, wherein the State Government recommends that an entire uneconomic activity (like weaving or processing) is scrapped as a part of rehabilitation package for a sick/weak mill (as per the RBI definition) approved by the Nodal Agency/BIFR, provided the scrapped capacity is surrendered for cancellation and endorsement is made on the License /Registration certificate to this effect.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Tax Act, 1961, Negotiable Instrument Act, 1881, Indian Contract Act 1872, Specific Relief Act 1963, Transfer of Property Act, 1882 Indian Stamp Act, 1899, Indian Registration Act 1908 and Consumer Protection Act 1986 are also applicable to the company.

POLICIES APPLICABLE

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2016 **("FDI Policy 2016")**, which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force.

Further, DIPP has issued Press note 5, dated June 24, 2016 which introduces few changes in FDI Policy 2016. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2016 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is 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 FDI Policy of 2016, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally formed and registered as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s. J. B. Exports", pursuant to an article of agreement partnership dated February 4, 1997. The name of "M/s J. B. Exports" was then changed to "M/s. Bindal Exports" w.e.f. March 31, 2007 pursuant to application made to Registrar of Firms, Surat in Form 'B'. "M/s Bindal Exports" was then converted into a private limited Company under part IX of the Companies Act, 1956 under the name of "Bindal Exports Private Limited" and received Certificate of Incorporation bearing Corporate Identification Number U51109GJ2007PTC050915 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli on May 22, 2007. Subsequently, Our Company was converted into Public Company pursuant to Shareholders Resolution passed at the Extraordinary General Meeting of our Company held on August 29, 2016 and name of our Company was changed to "Bindal Exports Limited" pursuant to issuance of Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated September 7, 2016 by Deputy Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51109GJ2007PLC050915.

Ravindrakumar Arya is the Promoter of our Company.

Ravindrakumar Arya, Ravindrakumar Arya as Karta of Ravindrakumar Arya HUF, Ravindrakumar Arya as Karta of Kanhaiyalal Arya HUF, Ravindrakumar Arya on behalf of Jayvik Machineries Private Limited, Savita Arya, Anupam Arya, Mahendra Sancheti on behalf of Jay Bharat Filaments Private Limited, Mahendra Sancheti were the initial subscribers to the Memorandum of Association of our Company. Mahendra Sancheti has disassociated himself by transferring his equity shareholding.

Our Company is engaged in supply of processed fabrics, trading of fabrics and grey cloth and jobwork activities. For details regarding our Company's profile, activities market, products etc. market of each segment, capacity built up, 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. wherever applicable, please refer to chapters titled *"Our Business*", "*Our Industry*", "*Financial Statements as Restated*", "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" and "*Government and Other Statutory Approvals*" beginning on page 144, 118, 203, 235 and 279 respectively of this Prospectus.

CHANGES OF REGISTERED OFFICE

Since Incorporation, our Company's Registered Office is situated at Block No. 270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat – 395006, Gujarat, India.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

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

YEAR	EVENTS
1997	Registration of Partnership Firm under the name and style of "M/s. J.B Exports"
2007	Change of Name of Partnership Firm to "M/s Bindal Exports"
2007	Incorporation of our Company
2009	Started Stitching Facility
2016	Recognition as One Star Export House
2016	Conversion of Company from Private Limited to Public Limited

MAIN OBJECTS OF OUR COMPANY

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

"The business of the company shall be that of exporters, importers, buyers, sellers, manufacturers, brokers, buying agents, selling agents etc. in readymade garments, dress materials, sarees, printed fabrics, fashion apparels, textile products, yarns, colour, chemicals, designs, synthetic resins, plants, equipments, accessories, appartus, parts and machineries required in textile industry and allied industry in India and abroad related to all areas of textile".

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION

Since Incorporation, the following amendments have been made to the Memorandum of Association of our Company:

Date of AGM / EGM	Changes
March 26, 2008	Increase of Authorised Capital from Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs.10/- each to Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs.10/- each.
August 29, 2016	Clause I of the Memorandum of Association of the Company changed to reflect changed name of the Company from "Bindal Exports Private Limited" to "Bindal Exports Limited" as a result of Conversion of status of Company from Private Limited to Public Limited. A fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company issued by the Deputy ROC on September 7, 2016
August 29, 2016	Increase of Authorised Capital from Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs.10/- each to Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10/- each.

COUNTRY WISE EXPORT SALES FOR FINANCIAL YEAR 2015-16

Name of the Country	Amount (Rs. in Lakhs)
United Arab Emirates (UAE)	579.34
United Kingdom	174.56
Iran	36.90

OUR HOLDING/ SUBSIDIARY COMPANY

Our Company neither has a holding Company nor any subsidiary Company as on date of filing of this Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, please refer to the chapters titled "*Financial Information as Restated"* and "*Capital Structure*" beginning on page 203 and 76, respectively, of this Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

There has been no change in the activities of our Company during the last five years.

INJUNCTIONS OR RESTRAINING ORDERS

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

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not merged / amalgamated itself nor has acquired any business / undertaking, since incorporation.

STRIKES AND LOCK-OUTS

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

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of filing of this Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any agreements / arrangement except under normal course of business of the Company, as on the date of filing of this Prospectus.

STRATEGIC / FINANCIAL PARTNERS

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

CONVERSION OF LOAN INTO EQUITY SHARES

There have been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

There have been no defaults or rescheduling of borrowings with financial institutions/banks as on date of this Prospectus.

STRIKES AND LOCK-OUTS

There have been no instances of strikes and lock outs in our Company.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

NUMBER OF SHAREHOLDERS

Our Company has 7 shareholders as on date of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, Our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. Our Company currently has five directors on our Board.

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

Sr. No.	Name, Age, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorship
1.	**Name:** Ravindrakumar Arya **Age:**56 Years **Father's Name:** Kanhaiyalal Arya **Designation:** Chairman & Managing Director **Address:** R-1133,Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat- 395007, Gujarat **Occupation:** Business **Nationality:** Indian **Term:** Five years from August 30, 2012 subject to liable to retire by rotation **DIN:**00033067	Designated as Chairman on August 30, 2016 Re-appointed as Managing Director on September 08, 2016 w.e.f. September 1, 2016	**Public Limited Company –**Nil **Private Limited Company –** • Bindal Exim Private Limited • Bindal Silk Mills Private Limited • Jaybharat Filaments Private Limited • Laurel Apparels Private Limited • Jaybharart Finstock Private Limited • J B Infomatics Private Limited • Kadodara Power Private Limited • Vichaar Television Network Limited • Surat Integrated Textile Park Private limited
2.	**Name**: Anupam Arya **Age**: 28 Years **Father's Name**: Ravindra Arya **Designation**: Executive Director **Address**: R-1133, Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat-395007, Gujarat **Occupation**: Business **Nationality:** Indian **Term:** Liable to Retire by Rotation. **DIN**: 00287676	Appointed as Executive Director on May 03, 2016	**Public Limited Company –** Nil **Private Limited Company –** • Bindal Exim Private Limited • Anay Foods Private Limited
3.	**Name**: Apurva Arya **Age**: 26 Years **Father's Name**: Ravindra Arya **Designation**: Non-Executive Director **Address**: R-1133, Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat-395007, Gujarat **Occupation**: Professional **Nationality:** Indian	Appointed as Non Executive Director on August 29, 2016	**Public Limited Company –** Nil **Private Limited Company –** • Jaybharat Filaments Private Limited • Jayvik Machineries Private Limited • Jaybharat Finstock Private Limited • J B Infomatics Private Limited

Sr. No.	Name, Age, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorship
	Term: Appointed as Non Executive Director w.e.f. August 29, 2016 Liable to Retire by Rotation. **DIN**: 06558623		
4.	**Name**: Ashokkumar Sharda **Age**: 52 Years **Father's Name**: Chhajulal Sharda **Designation**: Additional Independent Director **Address**: 307, Rajhans Complex, Nr. Sub Jail, Ring Road, Surat-395002, Gujarat **Occupation**: Professional **Nationality:** Indian **Term:** Five years from July 14, 2016. Not liable to retire by rotation. **DIN**: 00739824	Regularized as Independent Director on August 8, 2016	**Public Limited Company –** Nil **Private Limited Company –** • Uniwill Management Consultants Private Limited
5.	**Name**: Seema Asawa **Age**: 51 years **Husband's Name**: Manak Asawa **Designation:** Additional Independent Director **Address**: Flat No. 6/A, Vastupooja Apartment, Meghna Park, City Light Road, Surat– 395007, Gujarat **Occupation**: Professional **Nationality:** Indian **Term:** Five years from August 27, 2016. Not liable to retire by rotation. **DIN**: 07600303	Regularized as Independent Director on August 27, 2016	**Public Limited Company –** Nil **Private Limited Company –** Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Ravindrakumar Arya

Ravindrakumar Arya, aged 56 years is the Chairman and Managing Director of our Company. He has been a Director of our Company since incorporation and is also one of the subscribers to the MOA of our company. He has vast experience in the Textile industry and has sound knowledge of the products of our Company. He looks after the strategic growth of the Company and the guiding force behind the entire Bindal Group and has been instrumental in formulating the overall business strategy and developing business relations of our Company.

Anupam Arya

Anupam Arya, aged 28 years was appointed as Executive Director of our Company on May 03, 2016. He has completed his Bachelor of Technology in Computer Engineering from Sardar Vallabhbhai National Institute of India, Surat. He has completed Post Graduation from Indian Institute of Management Kozhikode. He is responsible for looking after overall management of the Company.

Apurva Arya:

Apurva Arya, aged 26 years, was appointed as Non-Executive director of our company with effect from August 29, 2016. He is qualified Chartered Accountant by profession and the member of the Institute of Chartered Accountants of India.

Ashok Sharda

Ashok Sharda, aged 52 years, has been appointed as an Additional Independent Director of our Company and was regularised with effect from August 8, 2016. He is qualified Chartered Accountant by profession and the member of the Institute of Chartered Accountants of India and holds Certificate of Practice issued by the Institute.

Seema Asawa

Seema Asawa, aged 51 years, has been appointed as Additional Independent Director of our Company and was regularised with effect from August 27, 2016. She has completed her Bachelor of Law – Special from South Gujarat University and LLM from Veer Narmad South Gujarat University.

CONFIRMATIONS

As on the date of this Prospectus:

1. Except as stated below; none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

Director	Other Director	Relation
Ravindrakumar Arya	Anupam Arya	Father-Son
Ravindrakumar Arya	Apurva Arya	Father-Son
Anupam Arya	Apurva Arya	Brothers

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 Promoter, 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 PAID TO DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2016.

Name of the Director	Amount (in Lakhs)	Remuneration
Ravindrakumar Arya	4.20	Remuneration

Terms and conditions of employment of our Director:

A. Ravindrakumar Arya

Ravindrakumar Arya has been a Director of our Company since incorporation. Subsequently, he was re-appointed as Managing Director of the Company w.e.f. August 30, 2012. Subsequently, he was re-designated as Chairman of the Company w.e.f. August 30, 2016.

Currently his term of appointment as Managing Director was authorised vide shareholders resolution in Annual General Meeting held on September 8, 2016 for a period of 3 years commencing from September 1, 2016. His current term of appointment is as under:

Remuneration	Salary of Rs. 35,000 per month for the financial year 2016-17 or such higher salary as may be mutually agreed upon or lower salary in case of inadequacy of profit.
	Reimbursement of actual travelling and out of pocket expenses incurred on Company's business. Entitled to use Company's Car in connection with Company's business.
Term of Appointment	From September 1, 2016 to August 31, 2019

OTHER CONFIRMATIONS

As on the date on this Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Managing Director which has accrued for this year and payable in current or any future period.
2. No compensation was paid to any Director pursuant to bonus or profit sharing plan.

SHAREHOLDING OF OUR DIRECTORS IN THE 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

The following table details the shareholding of our Directors as on the date of this Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Ravindrakumar Arya	15,30,000	45.64	33.26
2.	Anupam Arya	1,190	0.04	0.03

INTERESTS OF DIRECTORS

Interest in promotion of our Company

Ravindrakumar Arya, Chairman and Managing Director of our Company, is 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 *"Our Promoter and Promoter Group"* beginning on page 188 of this Prospectus.

Interest in the property of our Company

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

Interest as member of our Company

As on date of this Prospectus, our Directors together hold 15,31,190 Equity Shares in our Company i.e. 45.68 % of the pre Issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest as a Creditor of our Company

As on the date of this Prospectus, our Company has not availed loans from the Promoter of our Company. For further details, refer to chapter titled *"Financial Indebtedness"* and heading titled *"Related Party Transactions"* under chapter titled *"Financial Statements as Restated"* beginning on page 244 and 203 respectively of this Prospectus

Interest as Director of our Company

Except as stated in the chapters titled "*Our Management*", "*Financial Statements as Restated*" and "*Capital Structure*" beginning on pages 175, 203 and 76 respectively, of this Prospectus our Directors, 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

Ravindrakumar Arya, Chairman and Managing Director of the Company is the Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them 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 and to the extent of Equity Shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than as disclosed above, no other Director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled *"Related Party Transactions"* under chapter titled *"Financial Statements as Restated"* beginning on page 203 of this Prospectus.

Interest in transactions involving acquisition of land

Our Promoter is not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled "*Land and Property"* under chapter titled *"Our Business"* beginning on page 144 of Prospectus, our Promoter has not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Promoter is interested directly or indirectly and no payments have been made to him in respect of these contracts, agreements or arrangements or are proposed to be made to him.

Other Indirect Interest

Except as stated in chapter titled "*Financial Statements as Restated*" beginning on page 203 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the Business of Our Company

Except as stated in "*Related Party Transactions*" in the chapter titled "*Financial Statements as Restated*" beginning on page 203 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have a subsidiary or associate Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Prospectus:

Name	Date of event	Nature of event	Reason
Anupam Arya	May 03, 2016	Appointment	Appointment as Director
Gourishankar	May 12, 2016	Resignation	Resignation as Director

Name	Date of event	Nature of event	Reason
Agarwal			
Ashok Sharda	July 14, 2016	Appointment	Appointment of Additional Independent Director
Ashok Sharda	August 8, 2016	Change in designation	Regularised as Independent Director
Seema Asawa	August 27, 2016	Appointment	Appointment of Additional Independent Director
Apurva Arya	August 29, 2016	Appointment	Appointment as Non-Executive Director
Seema Asawa	August 29, 2016	Change in designation	Regularised as Independent Director
Ravindrakumar Arya	August 30, 2016	Re-designation	Re-designation as Chairman
Ravindrakumar Arya	September 08, 2016	Re-appointment	Re-appointment as Managing Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at the Extraordinary General Meeting of our Company held on August 29, 2016 and pursuant to provisions of Section 180(1)(a) and 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Board of Directors (including committees) of the Company be and is hereby authorized to borrow money on such terms and conditions as may be considered and suitable by the Board of Directors up to a limit of Rs.1000/- crores (Rupees One Thousand Crore Only) notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from the Temporary Loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves of the Company.

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

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 the various committees constituted to oversee specific operational areas.

As on the date of this Prospectus, there are 5 Directors on our Board out of which more than one third are independent Directors. Ms. Seema Asawa is the Woman Director of our Company. Our Company is incompliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations, the Equity Listing Agreements and the Companies Act, 2013.

The following committees have been constituted in terms of SEBI Listing Regulations and the Companies Act, 2013.

A. Audit Committee
B. Stakeholders Relationship Committee
C. Nomination and Remuneration Committee

A) Audit Committee

Our Company has constituted an audit committee ***("Audit Committee")***, as per section 177 of the Companies Act 2013 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 September 08, 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
Ashokkumar Sharda	Chairman	Independent Director
Seema Asawa	Member	Independent Director
Apurva Arya	Member	Non Executive 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 September 08, 2016.

The Stakeholders' Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Seema Asawa	Chairman	Independent Director
Ashokkumar Sharda	Member	Independent Director
Apurva Arya	Member	Non Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following:

A. Tenure: The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

B. Meetings: The Stakeholder's Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

C. Role of the Stakeholder's Relationship Committee:

The Committee shall consider and resolve grievances of security holders, including but not limited to:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
4. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

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 Committee was approved by a Meeting of the Board of Directors held on September 8, 2016. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Apurva Arya	Chairman	Non Executive Director
Seema Asawa	Member	Independent Director
Ashokkumar Sharda	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

1) Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

2) Meetings: The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven day's notice in advance.

3) Role of the Nomination and Remuneration Committee not limited to but includes:

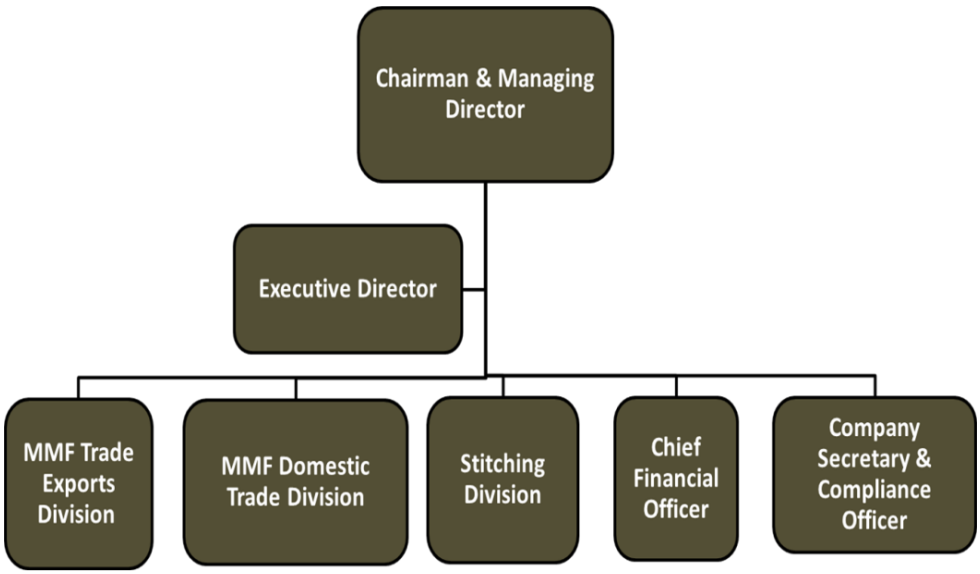
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- Formulation of criteria for evaluation of performance of independent directors and Board of Directors
- Devising a policy on diversity of board of directors
- Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Director / Managing Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme.

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

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on August 30, 2016 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Hiren Shah, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

ORGANISATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

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

The details of our Key Managerial Personnel are set out below:

Ravindra Arya, Chairman &Managing Director

Ravindrakumar Arya, aged 56 years is the Chairman and Managing Director of our Company. He has been appointed as a Director of our Company since incorporation and is also one of the subscribers to the MOA of the company. He has vast experience in the Textile industry and has sound knowledge of the products of our Company. He looks after the strategic growth of the Company and the guiding force behind the entire Bindal Group and has been instrumental in formulating the overall business strategy and developing business relations of our Company. During the financial year 2015-16, he was paid remuneration of Rs. 4.20 lakhs.

Nishidha Arya, Chief Financial Officer

Nishidha Arya, aged 26 years has been appointed as the Chief Financial Officer of our Company w.e.f August 27, 2016. She has completed her Bachelor of Commerce (Special) from Veer Narmad South Gujarat University. She is also a qualified Chartered Accountant and Company Secretary. She looks after the administration and finance operations of the Company. During the financial year 2015-16, she was paid a remuneration of Rs. 4.80 Lakhs.

Hiren Shah, Company Secretary & Compliance Officer

Hiren Shah, aged 27 years has been appointed as the Company Secretary and Compliance Officer of our Company with effect from September 08, 2016. He has completed her Bachelor of Commerce (Special) from Veer Narmad South Gujarat University. He is a Company Secretary by qualification and a member of Institute of Company Secretaries of India. He looks after the Legal and Compliance Department of the Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except as stated below, 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 employees of our Company.

Name of the Key Managerial Personnel	Name of the Key Managerial Personnel	Relationship
Ravindrakumar Arya	Nishidha Arya	Father in law – Daughter in law

RELATIONSHIP OF DIRECTORS AND PROMOTER BETWEEN KEY MANAGERIAL PERSONNEL

Except as stated below, 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 employees of our Company.

Name of the Director	Name of the Key Managerial Personnel	Relationship
Ravindrakumar Arya	Nishidha Arya	Father in law – Daughter in law
Anupam Arya	Nishidha Arya	Husband-wife
Apurva Arya	Nishidha Arya	Brother in law – Sister in law

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel holds any Equity shares of our company as on the date of this Prospectus.

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

Our company has not given any loans and advances to the Key Managerial Personnel as on the date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon and other distributions in respect of such equity shares, if any. Except as disclosed in this Prospectus, none of

our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Prospectus in which the Key Managerial Personnel 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.

Except as stated in the chapters *"Our Management"* and *"Related Party Transactions"* beginning on pages 175 and 201 respectively of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

Name of Managerial Personnel	Date of Event	Nature of event	Reason
Nishidha Arya	August 27, 2016	Appointment	Appointment as Chief Financial Officer
Hiren Shah	September 08, 2016	Appointment	Appointment as Company Secretary and Compliance Officer

ESOP/ESPS SCHEME TO EMPLOYEES

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

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled "*Related Party Transactions*" in the section titled "*Financial Statements as Restated*" beginning on page 203 of this Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTER

Our Company is promoted by Ravindrakumar Arya. As on date of this Prospectus, our Promoter holds 15,30,000 Equity Shares representing 45.64% of the pre-issue Paid up Capital of our Company.

Brief profile of our Promoter is as under:

Ravindrakumar Arya, Promoter, Chairman & Managing Director

Ravindrakumar Arya, aged 56 years is the Promoter, Chairman and Managing Director of our Company. He has been a Director of our Company since Incorporation and is also one of the subscribers to the MOA of our company. He has experience of more than three decades in the textiles industry and has sound knowledge of the products of our Company. He looks after the strategic growth of the Company and the guiding force behind the entire Bindal Group and has been instrumental in formulating the overall business strategy, developing business relations of our Company and also looks after the overall business operations of the Company.

Nationality: Indian
Passport No: M2031973
Driving License: GJ0520120046809
Voters ID: GBV5141460

Address: R-1133, Ashirwad Palace, Swami Vivekanand Marg, Behind Jivkor Nagar, Surat – 395007, Gujarat.

For further details relating to Ravindrakumar Arya, including terms of appointment as Chairman and Managing Director, other directorships held by him, please refer to the chapter titled "*Our Management*" beginning on page 175 of this Prospectus.

DECLARATION

Our Company confirms that the Permanent Account Number, Bank Account Number and Passport Number of our Promoter have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with it.

INTEREST OF PROMOTER

Interest in promotion of our Company

Ravindrakumar Arya, Chairman and Managing Director of our Company, is 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 and other distributions payable to him in respect of the aforesaid Equity Shares. For details regarding shareholding of our promoter in our Company, please refer *"Capital Structure"* on page 76 of this Prospectus.

Interest in the property of our Company

Our promoter do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. However, our Company is using premises for Registered Office and Stitching Facility under a Memorandum of Understanding with Bindal Silk Mills Private Limited, a Company in which our Promoter is interested.

Interest as member of our Company

As on date of this Prospectus, our Promoter holds 15,30,000 Equity Shares in our Company i.e. 45.64% of the pre-Issue Paid up Equity Share capital of our Company. Therefore, our Promoter is interested to the extent of his shareholding and the dividend declared, if any, by our Company.

Interest as a Creditor of our Company

As on the date of this Prospectus, our Company has not availed loans from the Promoter of our Company. For further details, refer to chapter titled *"Financial Indebtedness"* and heading titled *"Related Party Transactions"* under chapter titled *"Financial Statements as Restated"* beginning on page 244 and 203 respectively of this Prospectus

Interest as Director of our Company

Except as stated in the chapters titled "*Our Management*", "*Financial Statements as Restated*" and "*Capital Structure*" beginning on pages 175, 203 and 76 respectively, of this Prospectus our Promoter, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to him for services rendered to us as Managing Director 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.

Interest as Key Managerial Personnel of our Company

Ravindrakumar Arya, Promoter of the Company is the Key Managerial Personnel of the Company as Chairman and Managing Director and may deemed to be interested to the extent of remuneration or benefits to which he is entitled to as per their terms of appointment, 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 and to the extent of Equity Shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to him and other distributions in respect of such Equity Shares. For further details, please refer to heading titled *"Related Party Transactions"* under chapter titled *"Financial Statements as Restated"* beginning on page 203 of this Prospectus.

Interest in transactions involving acquisition of land

Our Promoter is not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled "*Land and Property"* under chapter titled *"Our Business"* beginning on page 144 of Prospectus, our Promoter has not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Promoter is interested directly or indirectly and no payments have been made to him in respect of these contracts, agreements or arrangements or are proposed to be made to him.

Other Indirect Interest

Except as stated in chapter titled "*Financial Statements as Restated*" beginning on page 203 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Promoter.

Interest in the Business of Our Company

Except as stated under heading titled "*Related Party Transactions*" in the chapter titled "*Financial Statements as Restated*" beginning on page 203 of this Prospectus, our Promoter does not have any other interest in our Company as on the date of this Prospectus

COMMON PURSUITS

Except for Bindal Silk Mills Private Limited, Bindal Exim Private Limited, Jaybharat Filament Private Limited, Ravindrakumar Kanhaiyalal Rameshwardas Arya HUF, Anupam Ravindra Arya HUF as well as Saakshi Arya and Savitridevi Agarwal in their individual Names, our Promoter and members of our Promoter Group do not have any common pursuits. For further details please refer to section titled "*Risk Factors*" beginning on page 19 of this Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

RELATED PARTY TRANSACTIONS

For the transactions with our Promoter, Promoter Group, Promoter Group Entities and Group Companies, please refer to heading titled "*Related Party Transactions"* under chapter titled *"Financial Statements as Restated"* beginning on page 203 of this Prospectus.

PAYMENT OR BENEFITS TO PROMOTER

Except as stated in this chapter, under the heading titled *"Related Party Transactions"* under chapter titled *"Financial Statements as Restated"* and chapter titled *"Our Management" beginning* on page 203 and 175, respectively, of this Prospectus, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the filing of the Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group.

OUR PROMOTER GROUP

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

A. Natural Persons who are part of the Promoter Group:

Relationship with Promoter	Ravindrakumar Arya
Mother	Savitridevi Agarwal
Spouse	Savita Arya
Son	Anupam Arya Apurva Arya
Daughter	Saakshi Arya

Disassociation of certain immediate relatives from Promoter Group by Promoter:

The below mentioned persons are "immediate" relatives of our Promoter, Ravindrakumar Arya but, as such, do not form part of the "Promoter Group" of the Company. Moreover, the aforesaid relatives do not own shareholding in our Company and are also not involved in the business of our Company. Our Promoter has submitted that information related to business/financial interest held by the said relatives is not accessible for the purpose of disclosure in the Draft Prospectus/Prospectus. Further the said persons through their respective declarations have expressed their unwillingness to be constituted under the "Promoter Group" of the Company and have requested that consequently their entities should not be considered to be part of the "Promoter Group" and "Group Companies". Therefore, though there are no formal disassociation agreements, below persons are not treated as part of Promoter group and the disclosures made in this Prospectus are limited to the extent of information that has been made available by our Promoter in relation to Promoter Group and Group Companies.

Relationship with Promoter	Name of relative
Brother	Vijendra Arya
Sister	Anita Agarwal Madhu Agarwal Suruchi Agarwal
Spouse's Father	Ramkumar Rawalwasia
Spouse's Mother	Shantidevi Rawalwasia
Spouse's Brother	Kamal Agarwal Dinesh Rawalwasia Sudesh Agarwal
Spouse's Sister	Suman Agarwal

b. Corporates and Entities forming part of our Promoter Group:

1. Bindal Silk Mills Private Limited
2. Bindal Exim Private Limited.

3. Jaybharat Finstock Private Limited
4. Jaybharat Filaments Private Limited
5. Laurel Apparels Private Limited
6. Kadodara Power Private Limited
7. Surat Integrated Textile Park Private Limited
8. Jayvik Machineries Private Limited
9. Subh Vijay Syntex Private Limited
10. J B Infomatics Private Limited
11. Sindhu Apparels Private Limited
12. Ravindrakumar Kanhaiyalal Arya HUF
13. Kanhaiyalal Rameshwardas Arya HUF
14. Anupam Ravindra Arya HUF

OTHER VENTURES OF OUR PROMOTERS

Save and except as disclosed in this chapter and chapter titled "*Our Group Companies*" beginning on page 193 of this Prospectus, there are no other ventures of our Promoters in which they have business interests/ other interests.

RELATIONSHIP OF PROMOTER WITH OUR DIRECTORS

Except as disclosed herein, our Promoter is not related to any of the Directors of our Company within the meaning of Section 2 (77) of the Companies Act, 2013:

Promoter	Director	Relationship
Ravindrakumar Arya	Anupam Arya	Father-Son
	Apurva Arya	Father-Son

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Except as disclosed below, our Promoter has not disassociated himself from any entities, firms or Companies during preceding three years:

Name of the Company	Designation	Date of Cessation
Jayvik Machineries Pvt Ltd	Director	March 23, 2016

CHANGES IN CONTROL

There has been no change in the management or control of our Company in the last five years immediately preceding the date of this Prospectus.

LITIGATION INVOLVING OUR PROMOTER

For details on litigations and pending disputes against the Promoter and defaults made by him, please refer to the chapter titled, "*Outstanding Litigations and Material Developments"* beginning on page 246 of this Prospectus.

UNDERTAKINGS/ CONFIRMATIONS

Our Company, our Promoter, the relatives of our Promoter (as defined under the Companies Act) and our Group Companies are not identified as wilful defaulters in accordance with the guidelines issued by the Reserve Bank of India and there are no violations of securities laws committed by them in the past and no such proceedings are pending against them.

Further, our Company, our Promoter and Promoter Group have not been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed under the heading titled *"Related Party Transactions"* under the Chapter titled *"Financial Statements as Restated" beginning* on page 203 of this Prospectus, our Promoter is not related to any of the sundry debtors nor are not beneficiaries of Loans and Advances given by/to our

Company and is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

For other confirmations of our Promoters and Group Companies, please refer to the chapters titled "*Our Group Companies*" and "*Other Regulatory and Statutory Disclosures"* beginning on page 193 and 284 respectively of this Prospectus.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of Group Companies', our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board. Pursuant to a resolution dated September 8, 2016, our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

No equity shares of our Group Companies are listed on any stock exchange and none of them have made any public or rights issue of securities in the preceding three years.

The following companies are identified as Group Companies of our Company:

1. Bindal Silk Mills Private Limited
2. Laurel Apparels Private Limited
3. Bindal Exim Private Limited
4. Jayvik Machineries Private Limited
5. Jaybharat Finstock Private Limited
6. Jaybharat Filaments Private Limited
7. J.B. Infomatics Private Limited
8. Kadodara Power Private Limited
9. Surat Integrated Textile Park Private Limited
10. Subh Vijay Syntex Private Limited
11. Sindhu Apparels Private Limited

OUR GROUP COMPANIES:

The details of our Group Companies are provided below:

1. Bindal Silk Mills Private Limited (BSMPL)

Bindal Silk Mills Private Limited is a Private Company originally incorporated as J. B. Bindal Silk Mills Private Limited under the provisions of Companies Act, 1956 and thereafter it changed its name to Jaybharat Bindal Silk Mills Private Limited vide fresh certificate on change of name dated February 20, 1992. The said company further changed its name to Bindal Silk Mills Private Limited vide Fresh Certificate of Incorporation consequent upon change of name dated November 23, 1994. Its registered office of BSMPL is situated at Bindal House, Kumbharia, Surat–Kadodara Road, Surat – 394210. The Corporate Identification Number of BSMPL is U17119GJ1984PTC007227. The Company is into processing of fabrics and trading of grey cloth and fabrics.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Avichal Arya

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Ravindrakumar Arya	7,815	36.13%
Jay Bharat Finstock Private Limited.	7,444	34.42%
Jay Bharat Filaments Private Limited	2,525	11.67%
Bindal Exim Private Limited	2,856	13.20%
Ravindrakumar Arya HUF	490	2.27%
Savita Arya	450	2.08%
Anupam Arya	50	0.23%
Total	**21,630**	**100%**

Financial Performance

Amount (Rs.in lakhs)

Particulars	2015-16	2014-15	2013-14
Equity Paid Up Capital	216.30	216.30	216.30
Reserves and Surplus	2105.57	1,998.10	1,869.34
Net Asset Value (In Rs.)	10,734.49	10,237.63	9,642.35

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 7,815 equity shares constituting 36.13% of total number of equity shares of Bindal Silk Mills Private Limited, is also a member of some other entities which holds equity shares in BSMPL and is also a Director of BSMPL.

2. Laurel Apparels Private Limited (LAPL)

Laurel Apparels Private Limited is a Private Company incorporated on July 19, 1990 under the provisions of Companies Act, 1956 and has its registered office at 270, Bindal House, Surat Kadodara Road, Kumbharia, Surat – 394210. The Corporate Identification Number is U18101GJ1990PTC014068. The Company is authorised to carry on business in textile industry. However, at present there are no operations being undertaken by the Company.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Bhoopsingh Beniwal

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Ravindrakumar Arya	35,010	77.77%
Ravindrakumar Arya HUF	10,000	22.21%
Anupam Arya	10	0.02%
Total	**45,020**	**100%**

Financial Performance*

Amount (Rs. in lakhs)

Particulars	2014-15	2013-14	2012-13
Equity Paid Up Capital	4.50	4.50	4.50
Reserves and Surplus	(16.58)	(16.60)	(16.47)
Net Asset Value (In Rs.)	(26.82)	(26.88)	(26.59)

** LAPL has not yet prepared financial statements for Financial Year 2015-16.*

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 35,010 equity shares constituting 77.77% of total equity number of shares, karta of Ravindrakumar Arya HUF which holds 22.21% in LAPL and is also a Director of LAPL.

3. Bindal Exim Private Limited (BEPL)

Bindal Exim Private Limited is a Private Company originally incorporated as Thakrar Texturizing Industries Private Limited under the provisions of Companies Act, 1956 on July 11, 1979 and changed its name to Bindal Exim Private Limited and received fresh Certificate of Incorporation consequent upon change of name dated September 15, 2010. The registered office of BEPL is situated at 270, Bindal House, Surat Kadodara Road, Kumbharia, Surat – 394210. The Corporate Identification Number of BEPL is U51101GJ1979PTC003448. BEPL is engaged in trading of Finished and Grey Fabrics.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Anupam Arya

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Ravindra Arya	1,125	9.38%
Savita Arya	720	6.00%
Jaybharat Finstock Private Limited	8,641	72.01%
Anupam Arya	1,514	12.62%
Total	**12,000**	**100%**

Financial Performance

Amount (Rs. in lakhs)

Particulars	2015-16	2014-15	2013-14
Equity Paid Up Capital	12.00	12.00	12.00
Reserves and Surplus	32.67	30.64	29.62
Net Asset Value (In Rs.)	372.27	355.39	346.82

Nature and Extent of Interest of Promoters

Ravindra Arya, Promoter and Director of our Company hold 1,125 equity shares constituting 9.38% of total number of equity shares and also a Director in BEPL. Further, our Promoter is also a shareholder of Jaybharat Finstock Private Limited which holds equity shares in BEPL.

4. Jayvik Machineries Private Limited (JMPL)

Jayvik Machineries Private Limited is a Private Company incorporated on March 18, 1993 under the provisions of Companies Act, 1956 and has its registered office at 270, Bindal House, Surat Kadodara Road, Kumbharia, Surat – 394210. The Corporate Identification Number is U29120GJ1993PTC019160. The Company is authorised to carry on business of machinery parts. However at present it does not have any business operations.

Board of Directors as on the date of this Prospectus:

1. Gourish Agarwal
2. Apurva Arya

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Jay Bharat Finstock Private Limited	40,000	99.50%
Ravindrakumar Arya	200	0.50%
Total	**40,200**	**100.00%**

Financial Performance

(Rs. Amount in Lakhs)

Particulars	2014-15	2013-14	2012-13
Paid Up Capital	4.02	4.02	4.02
Reserves and Surplus	69.66	69.55	69.66
Net Asset Value (in Rs.)	183.27	183.00	183.30

** JMPL has not yet prepared financial statements for Financial Year 2015-16.*

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 200 equity shares constituting 0.50% of total number of equity shares of Jayvik Machineries Private Limited. Further, our Promoter is also a shareholder in Jay Bharat Finstock Private Limited which holds equity shares in JMPL.

5. Jaybharat Finstock Private Limited (JFPL)

Jaybharat Finstock Private Limited is a Private Company incorporated on August 26, 1991 under the provisions of Companies Act, 1956 and has its registered office at 270, Bindal House, Surat Kadodara Road, Kumbharia, Surat – 394210. The Corporate Identification Number of Jaybharat Finstock Private Limited is U65990GJ1991PTC016172. The Company is authorised to carry on business of Investment Company but at present has no business operations.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya.
2. Apurva Arya

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Ravindrakumar Arya	23,690	60.71%
Savitri Agarwal	2,500	6.41%
Anupam Arya	2,500	6.41%
Apurva Arya	2,500	6.41%
Saakshi Arya	2,500	6.41%
Ravindrakumar Arya HUF	2,660	6.82%
Savita Arya	2,670	6.84%
Total	**39,020**	**100%**

Financial Performance

(Rs. in Lakhs)

Particular	2014-15	2013-14	2012-13
Paid Up Capital	3.90	3.90	3.90
Reserve and Surplus	8.18	9.48	8.90
Net Asset Value	30.97	34.29	32.82

** JFPL has not yet prepared financial statements for Financial Year 2015-16.*

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 23,690 equity shares constituting 60.71% of total number of shares of Jaybharat Finstock Private Limited, is karta of Ravindrakumar Arya HUF which holds 6.82% in JFPL and is also a Director in the said Company.

6. Jaybharat Filaments Private Limited (JBFPL)

Jaybharat Filaments Private Limited is a Private Company incorporated on May 26, 1988 under the provisions of Companies Act, 1956 and has its registered office at 270, Bindal House, Surat Kadodara Road, Kumbharia, Surat 394210. The Corporate Identification Number of JBFPL is U17119GJ1988PTC010758. The company is engaged in trading of finished grey fabrics.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Apurva Arya

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Ravindrakumar Arya HUF	50,000	99.96%
Ravindrakumar Arya	10	0.02%
Anupam Arya	10	0.02%
Total	**50,020**	**100%**

Financial Performance

(Rs. in Lakhs)

Particular	2015-16	2014-15	2013-14
Paid Up Capital	5.00	5.00	5.00
Reserve and Surplus	6.61	5.64	7.32
Net Asset Value (NAV)	23.23	21.29	24.65

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 10 equity shares constituting 0.02% of total number of equity shares, is karta of Ravindrakumar Arya HUF which holds 99.96% in JBFPL and is also a Director in the said Company.

7. J.B. Infomatics Private Limited (JBIPL)

J.B. Infomatics Private Limited is a Private Company originally incorporated as J. B. Infosys Private Limited on July 17, 2000 under the provisions of Companies Act, 1956 and changed its name to J.B. Infomatics Private Limited vide change of name certificate dated August 19, 2005 and has its registered office at 270, Bindal House, Kumbharia Road, Kumbharia, Surat – 395003. The Corporate Identification Number of is U72200GJ2000PTC038363. JBIPL is authorised to carry on Computer internet consultancy business and allied activities but at present does not have any business operations.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Apurva Arya

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Jay Bharat Finstock Pvt. Ltd.	9800	98.00%
Ravindrakumar Arya	200	2.00%
Total	**1000**	**100%**

Financial Performance

(Rs. in Lakhs)

Particulars	2014-15	2013-14	2012-13
Paid Up Capital	1.00	1.00	1.00
Reserves and Surplus	0.28	(0.15)	(0.14)
Net Asset Value (In Rs.)	12.81	8.53	8.58

** JBIPL has not yet prepared financial statements for Financial Year 2015-16.*

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 200 equity shares constituting 2.00% of total number of shares. Further, our Promoter is also a shareholder of Jay Bharat Finstock Private Limited holding 9,800 equity shares.

8. Kadodara Power Private Limited (KPPL)

Kadodara Power Private Limited is a Private Company incorporated on December 22, 2004 under the provisions of Companies Act, 1956 and has its registered office at P-210 Kadodara Char Rasta Taluka Palsana Dist., Surat -. The Corporate Identification Number of KPPL is U40108GJ2004PTC045189. The company is engaged in power business but does not have any operations at present.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Bharat Shah
3. Pradeepkuamar Juneja
4. Dinesh Agarwal

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Bindal Silk Mills Private Limited	1,47,500	32.78%
Ganesh Laxmi Processor Private Limited	1,31,985	29.33%
Priya Dyeing & Printing Mills Private Limited	58,515	13.00%
Veekay Prints Private Limited	1,12,000	24.89%
Total	**4,50,000**	**100.00%**

Financial Performance

Amount (Rs.in lakhs)

Particulars	2014-15	2013-14	2012-13
Paid Up Capital	45.00	45.00	45.00
Reserves and Surplus	155.49	157.19	162.72
Net Asset Value (In Rs.)	44.56	44.93	46.16

** KPPL has not yet prepared financial statements for Financial Year 2015-16.*

Nature and Extent of Interest of Promoter

Ravindrakumar Arya, Promoter and Director of our Company is a member of Bindal Silk Mills Private Limited which holds 32.78% Equity Shares of KPPL and is also a Director of the said Company.

9. Surat Integrated Textile Park Private Limited (SITPPL)

Surat Integrated Textile Park Private Limited is a Private Company incorporated on May 28, 2007 under the provisions of Companies Act, 1956 and has its registered office at 270, Bindal House, Surat-Kadodara Road, Kumbharia, Surat - 394210. The Corporate Identification Number of SITPPL is U45209GJ2007PTC050963. The company is engaged in textile business and at present does not carry any operations.

Board of Directors as on the date of this Prospectus:

1. Ravindrakumar Arya
2. Samir Agarwal
3. Mahendrakumar Choudhary

Share Holding Pattern as on the date of this Prospectus:

Name of the shareholder	No. of Shares	% of shareholding
Ravindrakumar Arya	3,400	33.33%
Mahendrakumar Choudhary	3,400	33.33%
Samir Agarwal	3,400	33.33%
Total	**10,200**	**100%**

Financial Performance

Amount (Rs.in lakhs)

Particulars	2014-15	2013-14	2012-13
Equity Paid Up Capital	1.02	1.02	1.02
Reserves and Surplus	(0.68)	(0.58)	(0.48)
Net Asset Value (In Rs.)	3.33	4.31	5.29

** SITPPL has not yet prepared financial statements for Financial Year 2015-16.*

Nature and Extent of Interest of Promoters

Ravindrakumar Arya, Promoter and Director of our Company holds 3,400 equity shares constituting 33.33% of total number of equity shares and also a director in SITPPL.

10. Our Company M/s Jaybharat Finstock Private Limited has invested in Subh Vijay Syntex Private Limited and M/s. Sindhu Apparels Private Limited. These Companies have not filed financials for last three years.

CONFIRMATION

Our group companies have confirmed that they have not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Group Companies have been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. Further, none of our group Companies have been declared as sick companies under the SICA. Except as disclosed in this chapter, none of our Group Companies have negative net worth as of the date of the respective last audited financial statements.

LITIGATION

For details on litigations and disputes pending against the Promoter and Group Companies and defaults made by them, please refer to the chapter titled, "*Outstanding Litigations and Material Developments*" on page 246 of this Prospectus.

DISSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter has not disassociated himself from any of the companies or firms during the last three years preceding the date of the Prospectus.

NEGATIVE NET WORTH

Except for Laurel Apparels Private limited, none of our Group Company has negative net worth as on the date of their respective last audited financial statements.

DEFUNCT / STRUCK-OFF COMPANY

None of our Group Company has become defunct or struck – off in the five years preceding the filing of this Prospectus. As per the Website of Ministry of Corporate Affairs (MCA), M/s Sindhu Apparels Private Limited has become a dormant Company.

INTEREST OF OUR PROMOTER AND GROUP COMPANIES

Interest in the promotion of our Company

Our Group Companies are interested to the extent of their shareholding of Equity Shares, if any, from time to time, for which they are entitled to receive the dividend, declared, if any, by our Company. Our Individual Promoter may also benefit from holding directorship in our Company.

Interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with SEBI

None of our Group Companies have any interest in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of Prospectus or proposed to be acquired by it.

Interest in the transactions for acquisition of land, construction of building and supply of machinery.

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery**.**

COMMON PURSUITS

Our Group Companies Bindal Silk Mills Private Limited, Bindal Exim Private Limited and Jaybharat Filaments Private Limited are authorized to carry similar activities as those conducted by our Company. As these entities do not have any non–compete agreements in place amongst themselves, there is a conflict of interest between our Company and the said Group Companies. For associated risk factor, please refer to the section titled "Risk Factors" beginning on page 19 of the Prospectus.

SALES/PURCHASES BETWEEN OUR COMPANY & GROUP COMPANIES

Other than as disclosed in the chapter titled *"Related Party Transactions"* on page 201 of this Prospectus, there are no sales / purchases between the Company and the Group Companies when such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of the Company.

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled *"Related Party Transactions"* beginning on page 201 of this Prospectus, there has been no payment of benefits to our Group Companies during the financial years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 nor is any benefit proposed to be paid to them.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XXIV of the restated financial statement under the section titled, "Financial Statements" beginning on page 203 of this Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last three years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by Our Company.

SECTION V – FINANCIAL STATEMENTS

FINANCIAL STATEMENTS AS RESTATED

Independent Auditor's Report for the Restated Financial Statements of Bindal Exports Limited

The Board of Directors
Bindal Exports Limited
Block No. 270, Nr. Kumbharia Bus Stand,
Kadodara Road, Surat,
Gujarat – 395006

Dear Sirs,

1. We, N. K. Aswani & Co., have examined the attached Restated Statement of Assets and Liabilities of **Bindal Exports Limited** (the "Company") as at 31st March 2016, 2015, 2014, 2013 and 2012and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the years ended 31st March 2016, 2015, 2014, 2013 and 2012, annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of BSE Limited.

2. These Restated Summary Statements have been prepared in accordance with the requirements of:

   (i) Part I of Chapter III to the Companies Act, 2013("**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) issued by the Securities and Exchange Board of India ("**SEBI"**) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;

   (iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE.("**IPO**" or "**SME IPO**"); and

   (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").

3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial year ended on 31st March 2016, 2015, 2014, 2013 and 2012.

4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

   (i) The "**Statement of Assets and Liabilities as Restated**" as set out in **Annexure I** to this report, of the Company as at 31st March 2016, 2015, 2014, 2013 and 2012are 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 described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV(A)**to this Report.

(ii) The "**Statement of Profit and Loss as Restated**" as set out in **Annexure II** to this report, of the Company for the years ended 31st March 2016, 2015, 2014, 2013 and 2012are 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.

(iii) The " **Statement of Cash Flow as Restated**" as set out in **Annexure III** to this report, of the Company for the years ended 31st March 2016, 2015, 2014, 2013 and 2012are 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 31st March 2016, 2015, 2014, 2013 and 2012which would require adjustments in this Restated Financial Statements of the Company.

   e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV(A)**to this report.

6. Audit for the financial year ended on 31st March 2016, 2015, 2014, 2013 and 2012was conducted by M/s. SNK & Co. (Chartered Accountants). Accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them. Further financial statements for the period / financial year ended on 31stMarch, 2016 have been reaudited by us as per the relevant guidelines.

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period/year ended on 31st March 2016, 2015, 2014, 2013 and 2012proposed to be included in the Draft Prospectus/Prospectus ("**Offer Document**").

   Annexure of Restated Financial Statements of the Company:-

   a. Significant Accounting Policies and Notes to Accounts as restated in Annexure IV(A);

   b. Reconciliation of Restated Profit as appearing in Annexure IV(B) to this report.

   c. Details of Share Capital as Restated as appearing in Annexure V to this report;

   d. Details of Reserves and Surplus as Restated as appearing in Annexure VI to this report;

   e. Details of Long Term Borrowings as Restated as appearing in Annexure VII to this report;

f. Nature of Security and Terms of Repayment for Long term Borrowings as appearing in Annexure VIII to this report

g. Details of Deferred Tax Liabilities (Net) as Restated as appearing in Annexure IX to this report;

h. Details of Short Term Borrowings as Restated as appearing in Annexure X to this report;

i. Nature of Security and Terms of Repayment for Short term Borrowings as appearing in Annexure XI to this report

j. Details of Trade Payables as Restated as appearing in Annexure XII to this report;

k. Details of Other Current Liabilities as Restated as appearing in Annexure XIII to this report;

l. Details of Short Term Provisions as Restated as appearing in Annexure XIV to this report;

m. Details of Fixed Assets as Restated as appearing in Annexure XV to this report;

n. Details of Non-Current Investments as Restated as appearing in Annexure XVI to this report;

o. Details of Long Term Loans & Advances as Restated as appearing in Annexure XVII to this report;

p. Details of Inventories as Restated as appearing in Annexure XVIII to this report;

q. Details of Trade Receivables as Restated enclosed as Annexure XIX to this report;

r. Details of Cash and Cash Equivalents as Restated enclosed as Annexure XX to this report;

s. Details of Short Term Loans & Advances as Restated as appearing in Annexure XXI to this report;

t. Details of Revenue from operations as Restated as appearing in Annexure XXII to this report;

u. Details of Other Income as Restated as appearing in Annexure XXIII to this report;

v. Details of Related Parties Transactions as Restated as appearing in Annexure XXIV to this report;

w. Details of Summary of Accounting Ratios as Restated as appearing in Annexure XXV to this report

x. Capitalization Statement as Restated as appearing in Annexure XXVI to this report;

y. Statement of Tax Shelters as Restated as appearing in Annexure XXVII to this report;

8. We, N. K. Aswani& Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.

9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. In our opinion, the above financial information contained in Annexure I to XXVII of this report read with the respective Significant Accounting Polices 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, N. K. Aswani & Co.
Chartered Accountants
Firm Registration No.: 100738W

N. K. Aswani & Co.
Proprietor
Membership No.: 033278
Date: September 9, 2016
Place: Ahmedabad

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED **ANNEXURE-I**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES					
1. Shareholders' funds					
(a) Share capital	197.20	197.20	197.20	197.20	197.20
(b) Reserves and surplus	432.29	426.34	429.35	422.66	413.55
Sub-Total	**629.49**	**623.54**	**626.55**	**619.86**	**610.75**
2. Share application money pending allotment	-	-	-	-	-
Sub-Total	**-**	**-**	**-**	**-**	**-**
3. Non-current liabilities					
(a) Long-term borrowings	46.82	71.55	30.00	89.76	91.94
(b) Deferred tax liabilities (Net)	-	-	3.52	4.97	8.57
(c) Other Non Current Liabilities	34.38	43.78	72.90	58.42	55.50
(d) Long-term Provisions	12.82	9.63	6.84	5.91	4.64
Sub-Total	**94.02**	**124.96**	**113.26**	**159.06**	**160.65**
4. Current liabilities					
(a) Short-term borrowings	817.25	830.49	1070.79	1259.80	1100.43
(b) Trade payables	180.25	319.00	408.75	199.72	404.60
(c) Other current liabilities	40.64	58.69	11.35	9.56	58.11
(d) Short-term provisions	11.66	10.24	7.48	10.79	3.48
Sub-Total	**1049.81**	**1218.42**	**1498.38**	**1479.87**	**1566.63**
TOTAL	**1,773.31**	**1,966.92**	**2,238.19**	**2,258.79**	**2,338.04**
II. ASSETS					
1. Non-current assets					
(a) Fixed assets	149.91	162.83	187.54	197.27	216.60
(b) Non-current investments	7.70	5.60	3.70	1.40	-
(c) Deferred tax assets (net)	8.48	4.84	-	-	-
(d) Long-term loans and advances	4.62	4.62	4.83	4.47	16.91
Sub-Total	**170.72**	**177.89**	**196.08**	**203.14**	**233.51**
2. Current assets					
(a) Inventories	745.35	671.40	689.37	774.05	833.44
(b) Trade receivables	519.54	899.15	1084.36	902.57	923.81
(c) Cash and cash equivalents	9.16	27.00	8.42	9.99	48.96
(d) Short-term loans and advances	328.53	191.49	259.97	369.04	298.32
Sub-Total	**1602.59**	**1789.04**	**2042.11**	**2055.65**	**2104.52**
TOTAL	**1,773.31**	**1,966.92**	**2,238.19**	**2,258.79**	**2,338.04**

STATEMENT OF PROFIT AND LOSS AS RESTATED **ANNEXURE-II**

(Amount in Lakhs)

Particulars	For the Year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
I. Revenue from operations	2468.23	2768.88	2864.21	3486.55	3738.35
II. Other income	-	23.69	-	-	-
III. Total Revenue (I + II)	**2468.23**	**2792.57**	**2864.21**	**3486.55**	**3738.35**
IV. Expenses:					
Cost of Materials Consumed	1060.24	1060.48	986.17	1266.55	1912.97
Purchases of Stock-in-Trade	496.75	736.12	1036.74	1406.79	846.81
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	1.70	177.03	62.11	66.07	50.59
Employee benefits expense	101.62	108.94	104.33	91.17	99.73
Finance costs	92.22	122.16	95.42	110.08	103.03
Depreciation and amortization expense	15.94	28.53	10.36	14.43	16.01
Other expenses	691.26	559.00	556.05	518.07	683.55
Total expenses	**2459.73**	**2792.26**	**2851.19**	**3473.16**	**3712.69**
V. Profit before exceptional and extraordinary items and tax (III-IV)	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
VI. Exceptional items	-	-	-	-	-
VII. Profit before extraordinary items and tax (V - VI)	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
VIII. Extraordinary Items-	-	-	-	-	-
IX. Profit before tax (VII- VIII)	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
X. Tax expense:					
(1) Current tax	6.20	7.22	7.77	7.89	8.72
(2) Deferred tax	(3.65)	(8.36)	(1.45)	(3.60)	8.57
(3) Current tax expense relating to prior years	-	-	-	-	-
XI. Profit (Loss) for the period from continuing operations (VII-VIII)	**5.95**	**1.46**	**6.70**	**9.10**	**8.38**
XII. Profit/(loss) from discontinuing operations	-	-	-	-	-
XIII. Tax expense of discontinuing operations	-	-	-	-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-
XV. Profit (Loss) for the period (XI + XIV)	**5.95**	**1.46**	**6.70**	**9.10**	**8.38**

STATEMENT OF CASH FLOW AS RESTATED **ANNEXURE-III**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
CASH FLOW FROM OPERATING ACTIVITIES					
Restated Net profit Before Tax and Extraordinary Items	8.50	0.31	13.02	13.39	25.66
Adjustments For:					
Depreciation	15.94	28.53	10.36	14.43	16.01
Interest Received	-	(0.00)	-	-	-
Dividend Received	-	-	-	-	-
Net (gain) / loss on Foreign Exchanges	-	-	-	-	-
Net (gain) / loss on Sale of Investments	-	-	-	-	-
Interest and Finance Charges	92.22	122.16	95.42	110.08	103.03
Operating Profit before working capital changes	**116.66**	**151.00**	**118.81**	**137.90**	**144.71**
Adjustment For:					
Decrease/(Increase) in Inventories	(73.95)	17.97	84.68	59.39	140.11
Decrease/(Increase) in Trade receivables	379.60	185.21	(181.79)	21.25	425.71
Decrease/(Increase) in Other Current Assets	-	-	-	-	-
Decrease/(Increase) in Short-term loans and advances	(137.04)	68.47	109.08	(70.72)	139.95
Decrease/(Increase) in Long Term Loans and Advances	-	0.21	(0.36)	12.44	1.82
(Decrease)/Increase in Trade Payables	(138.75)	(89.75)	209.03	(204.88)	(108.20)
(Decrease)/Increase in Other Current Liabilities	(18.05)	47.34	1.79	(48.55)	(406.56)
(Decrease)/Increase in Short Term Provisions	1.43	2.76	(3.31)	7.31	(46.59)
(Decrease)/Increase in Other Non-Current Liabilities	(6.21)	(26.33)	15.41	4.19	56.12
Cash Generated from Operations	**123.68**	**356.88**	**353.33**	**(81.69)**	**347.04**
Taxes Paid	6.20	7.22	7.77	7.89	8.72
Net Cash From /(Used In) Operating Activities (A)	**117.49**	**349.66**	**345.56**	**(89.58)**	**338.33**
Cash Flow From Investing Activities					
(Purchase) / Sale of Fixed Assets/ Capital Work In Progress	(3.03)	(8.27)	(0.64)	4.90	(16.51)
Decrease/(Increase) in Non Current investments	(2.10)	(1.90)	(2.30)	(1.40)	-
Net gain / loss on Sale of Investments	-	-	-	-	-
Interest Received	-	0.00	-	-	-
Dividend Received	-	-	-	-	-
Net Cash From /(Used In) Investing Activities (B)	(5.13)	(10.17)	(2.94)	3.50	(16.51)
Cash Flow From Financing Activities					
Proceeds from Issue of Shares	-	-	-	-	-

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Security Premium	-	-	-	-	-
Issue of Bonus Share	-	-	-	-	-
Interest and Finance Charges	(92.22)	(122.16)	(95.42)	(110.08)	(103.03)
Proceeds / (Repayments) of Share Application Money	-	-	-	-	-
(Decrease)/Increase in Short Term Borrowing	(13.24)	(240.30)	(189.01)	159.37	165.35
(Decrease)/Increase in Long Term Borrowing	(24.73)	41.55	(59.76)	(2.18)	(81.90)
Net gain / loss on Foreign Exchanges	-	-	-	-	-
Net Cash From Financing Activities (c)	(130.19)	(320.92)	(344.20)	47.11	(300.28)
Net Increase / (Decrease) in Cash (A)+(B)+(C)	(17.84)	18.58	(1.57)	(38.97)	21.54
Cash and Cash equivalents at the beginning of the year	27.00	8.42	9.99	48.96	27.42
Cash and Cash equivalents at the end of the year	**9.16**	**27.00**	**8.42**	**9.99**	**48.96**

IV. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statements"
V. Figures in Brackets represent outflows
VI. The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I, II, and IV (A) respectively.

Significant Accounting Policies and Notes to Accounts

ANNEXURE-IV (A)

(A) Corporate Information:

The Company was incorporated as Bindal Exports Private Limited in May 2007 as an effect of conversion from M/s. J. B. Exports - A Partnership Firm incorporated in the year 1997, under the provisions of the Companies Act, 1956 with an objective to deal in Textile Products and Service ranging from Processing, Designing and Manufacturing.

The Company is involved in supplying fabrics, trading of grey cloth and finished fabrics and job work of fabrics. Job work of fabrics includes value addition work such as embroidery work, Tikli work, glitter work etc. For carrying out job work operations, we have a stitching and cutting facility with requisite machineries and facilities for servicing the value addition needs of the customers. Our Product portfolio comprises of wide range of fabrics such as polyester, viscose, rayon etc. These fabrics come in variety of material, size and colours. Our products are mainly used by garment houses for manufacturing of garments in the apparel industry

(B) Basis of Preparation:

The Restated Summary Statements of Assets and Liabilities of the Company as at March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and the related Restated Summary Statements of Profits and Losses and Cash Flows Statement for the period / years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012, have been complied by

management from the financial statements of the company for the period ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012.

"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."

(C) Significant Accounting Policies:

(a) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

(b) Fixed Assets:

Fixed Assets are stated at their acquisition cost less accumulated depreciation and impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition up to the date the assets are put to use where applicable together with any incidental expenses of acquisition/installation. Cost of acquisition includes borrowing costs that are directly attributable to the acquisition/construction of qualifying assets.

(c) Depreciation:

"Up to March 31st, 2014 depreciation on fixed assets is provided on WDV at the rate and manner prescribed in schedule XIV of the Companies Act, 1956 over their useful life. w.e.f April 1st, 2014 depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act 2013 except non charging of 100% depreciation on assets costing below Rs. 5000/-. The carrying amount as on April 1st, 2014 is depreciated over the balance useful life of asset.

Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on prorata basis, at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition / installation or date of sale / disposal.

(d) Revenue Recognition:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales comprises sale of goods and services, net of trade discounts and include exchange differences arising on sales transactions.

(D) Foreign Currency Transactions:

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the Balance Sheet Date. All exchange differences are dealt with in Profit and Loss Account.

(E) Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(F) Employee Benefits:

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services. The company has no obligations, other than the contribution payable to the provident fund.

(G) Taxation:

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Differed Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

(H) Borrowing Cost:

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(I) Segment Reporting:

The company is generating revenue from Two Geographical Segments - Domestic and Export. Further, the company is operating in the segment of the Manufacturing as well as Trading. In absence of maintenance segment wise records by the management of the company, we are unable to report for the same.

(J) Provisions and Contingent Liabilities:

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined

based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(Amount in Lakhs)

	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
a) Bills discounted from bank	-	-	-	-	-
b) Corporate Guarantee	-	-	2,818.00	2,818.00	-
c) Claim against Company not acknowledge as Debts.					
1) In respect of Income Tax.	0.93	-	-	-	-
2) In Respect of Excise and Custom	296.29	286.52	286.52	19.56	4.33
3) In Respect of Sales Tax.	28.91	28.91	28.91	28.91	28.91

(K) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

RECONCILIATION OF RESTATED PROFIT **ANNEXURE IV (B)**

(Amount in Lakhs)

Adjustments for	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Net profit/(loss) after tax as per audited statement of profit & loss	5.48	(4.12)	6.09	13.28	17.35
Adjustments for:					
Gratuity Provisions (Refer Note 1)	(3.19)	(2.78)	(0.94)	(1.26)	(0.62)
Prior Period Adjustments (Refer Note 2)	-	(0.01)	(1.34)	-	-
Excess / Short Provision for Tax (Refer Note 3)	(0.01)	0.01	1.45	(0.96)	0.21
Differed Tax Liability / Assets Adjustments (Refer Note 4)	3.65	8.36	1.45	3.60	(8.57)
Others Misc. Adjustments (Refer Note 5)	0.02	(0.00)	0.00	(5.55)	(0.00)
Net profit/ (loss) after tax as restated	**5.95**	**1.46**	**6.70**	**9.10**	**8.38**

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

Adjustments having impact on Profit

Note: 1
The company has not made provision for the amount of Gratuity Payable. But in Restated Account the same has been provided.

Note: 2
Amounts relating to the prior period have been adjusted in the year to which the same relates to.

Note: 3
The company has provided Excess or Short Provision in the year in which the income tax return has been filled. But in restated account, the company has provided Excess or Short Provision in the year to which it relates.

Note: 4
There is change in Deferred Tax Assets / Liabilities as per Audited Books of Accounts and as per Restated Books and the same has been given effect in the year to which the same relates.

Note: 5
The company has not given effect to the Profit and Loss accounts for some misc. adjustments. But in restated account, the same has been given effect to the relevant years.

To give explanatory notes regarding adjustments

Adjustments having no impact on Profit Material Regrouping
Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009.

CHANGES IN SIGNIFICANT ACCOUNTING POLICIES IN LAST THREE YEARS:
None

DETAILS OF SHARE CAPITAL AS RESTATED **ANNEXURE-V**
(Amount in Lakhs)

1. Statement of Share Capital

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Authorised					
Equity shares of Rs. 10/- each	200.00	200.00	200.00	200.00	200.00
Issued , Subscribed and Fully paid up Capital	**197.20**	**197.20**	**197.20**	**197.20**	**197.20**

Terms/rights attached to equity shares:

1. The company was having only one class of Equity Shares with par value of Rs. 10.00 per share. Each holder of Equity shares was entitled to one Vote per share.

2. In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. Reconciliation of Shares outstanding at the beginning and at the end of the Period

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
At the beginning of the period	19,72,000	19,72,000	19,72,000	19,72,000	19,72,000
Issued during the year	-	-	-	-	-
Redeemed or bought back during the period	-	-	-	-	-
Outstanding at the end of the Period	**19,72,000**	**19,72,000**	**19,72,000**	**19,72,000**	**19,72,000**

3. For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	-	-	-	-	-
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	-	-	-	-	-
Aggregate number and class of shares bought back.	-	-	-	-	-

4a. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Name of Shareholders	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Ravindra Kumar Arya	9,00,000	9,00,000	9,00,000	9,00,000	9,00,000
Ravindra Kumar Arya HUF	3,00,000	3,00,000	3,00,000	3,00,000	3,00,000
Jayvik Machineries Pvt. Ltd.	-	3,84,000	3,84,000	3,84,000	3,84,000
Jaybharat Filaments Pvt. Ltd.	2,50,500	2,50,500	2,50,500	2,50,500	2,50,500
Jaybharat Finstock Pvt. Ltd.	1,32,000	1,32,000	1,32,000	1,32,000	1,32,000
Bindal Exim Pvt. Ltd.	3,84,000	-		-	-
Total	**19,66,500**	**19,66,500**	**19,66,500**	**19,66,500**	**19,66,500**

4b. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Name of Shareholders	% holding	% holding	% holding	% holding	% holding
Ravindra Kumar Arya	45.64	45.64	45.64	45.64	45.64
Ravindra Kumar Arya HUF	15.21	15.21	15.21	15.21	15.21
Jayvik Machineries Pvt. Ltd.	-	19.47	19.47	19.47	19.47
Jaybharat Filaments Pvt. Ltd.	12.70	12.70	12.70	12.70	12.70
Jaybharat Finstock Pvt. Ltd.	6.69	6.69	6.69	6.69	6.69
Bindal Exim Pvt. Ltd.	19.47	-	-	-	-
Total	**99.71%**	**99.71%**	**99.71%**	**99.71%**	**99.71%**

DETAILS OF RESERVES AND SURPLUS AS RESTATED **ANNEXURE-VI**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
A. Security premium account					
Opening Balance	388.80	388.80	388.80	388.80	388.80
Add: Securities premium accounts credited on account of share issue	-	-	-	-	-
Less : Deletion for issue of Bonus Shares	-	-	-	-	-
Closing Balance	**388.80**	**388.80**	**388.80**	**388.80**	**388.80**
B. Profit loss account					
Opening Balance	37.54	40.55	33.86	24.75	16.38
Add: Net Profit/(Loss) for the year	5.95	1.46	6.70	9.10	8.38
Add: Transfer from Reserves	-	-	-	-	-
Less: Proposed Dividend	-	-	-	-	-
Less: Interim Dividend	-	-	-	-	-
Less: Transfer to Reserves	-	-	-	-	-
Less: Issuing Bonus Shares	-	-	-	-	-
Less: Carrying Cost of Assets trfd to Retained Earnings	-	4.47	-	-	-
Less: Other Adjustment	-	-	-	-	-
Closing Balance	**43.49**	**37.54**	**40.55**	**33.86**	**24.75**
Total A+B	**432.29**	**426.34**	**429.35**	**422.66**	**413.55**

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company
2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

3a. Pursuant to the Enactment of the Companies Act, 2013, the Company has applied the estimated useful lives as specified in the Schedule II. The Written Down Value of the Fixed Assets whose lives have expired as at 01st April, 2015 have been adjusted, in the Opening balance of Profit and Loss Account to Rs. 0.14 Lakhs during the Stub Period as at 31st January, 2016.

DETAILS OF LONG TERM BORROWINGS AS RESTATED **ANNEXUREVII**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
A1. From Banks (Secured)					
ICICI Bank Car Loan	-	-	-	2.01	4.18
Kotak Mahindra Bank Limited (WCTL-1)	46.82	71.55	-	-	-
A2. From Banks (Unsecured)					
Total	**46.82**	**71.55**	**-**	**2.01**	**4.18**
B. From Other Parties (Unsecured)					
B1. From Promoter Group					
Jaybharat Finstock Pvt. Ltd.	-	-	30.00	87.76	87.76
B2. From Financial Institutions					
B3. From Others					
Total	**-**	**-**	**30.00**	**87.76**	**87.76**
Total A+B	**46.82**	**71.55**	**30.00**	**89.76**	**91.94**

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES **ANNEXURE VIII**

Sr. No.	Lender	Nature of facility	Amount outstanding as at March 31, 2016	Rate of interest (%)	Repayment terms	Security/Principal terms and conditions
1	Kotak Mahindra Bank Limited	Working Capital Term Loan-1 for Rs. 100.00 Lacs	Rs. 71.55 Lacs	BR Plus 1%, i.e. 11.00% p.a.	The loans shall be repayable by way of 48 EMIs	i) First and Exclusive charge on all existing and future current assets / moveable fixed assets of the Borrower. Ii) Registered Mortgage of the Office No. B-702/703/704 & 705, 7th Floor, "B" Wing, International Trade Centre, Majura Gate, Ring Road, Sagrampura, Surat owned by

						Ravindrakumar Arya - The Director of the Company iii) Personal Guarantee of Ravindrakumar Arya

DETAILS OF DEFERRED TAX LIABILITIES (NET) AS RESTATED **ANNEXURE IX**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
WDV As per Companies Act. 1956 / 2013	149.91	162.83	187.54	197.27	216.60
WDV As per Income tax Act, 1961	164.47	168.85	169.31	172.63	184.23
Diff in WDV	(14.56)	(6.03)	18.24	24.65	32.37
Gratuity Provision	(12.82)	(9.63)	(6.84)	(5.91)	(4.64)
Disallowance U/s 37 / 43B	(0.08)	-	-	-	-
Total Timing Difference	(27.45)	(15.65)	11.40	16.08	27.73
Tax Rate as per Income Tax	30.90%	30.90%	30.90%	30.90%	30.90%
(DTA) / DTL	(8.48)	(4.84)	3.52	4.97	8.57
Net deferred tax (asset) / liability	**(8.48)**	**(4.84)**	**3.52**	**4.97**	**8.57**

DETAILS OF SHORT TERM BORROWINGS AS RESTATED **ANNEXURE X**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2012	As at March 31, 2011
Loan Repayable on Demand					
A. From Banks (Secured)					
State Bank of India EBR	-	-	62.28	85.33	284.00
State Bank of India FBP Non LC Account	-	-	262.52	414.84	212.09
State Bank of India (PC)	-	-	575.01	604.15	604.34
State Bank of India CC Account	-	-	170.98	155.48	-
Kotak Mahindra Bank Limited - CC Account	605.30	289.59	-	-	-
Kotak Mahindra Bank Limited - EPC Account	211.95	540.90	-	-	-
Total (A)	**817.25**	**830.49**	**1070.79**	**1259.80**	**1100.43**
B. Loans and advances from related parties	-	-	-	-	-
Total (B)	**-**	**-**	**-**	**-**	**-**
Total A+B	**817.25**	**830.49**	**1070.79**	**1259.80**	**1100.43**

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SHORT TERM BORROWINGS

ANNEXURE XI

Sr. No.	Lender	Nature of facility	Loan	Amount outstanding as at March 31, 2016	Rate of interest (%)	Repayment Terms	Security / Principal terms and conditions
1	Kotak Mahindra Bank Limited	Cash Credit Facility of Rs. 850.00 Lacs (with Sub limit of EPC/PCFC/FBP/FBD/FPN for Rs. 850.00 Lacs)	Working Capital Finance	Rs. 817.25 Lacs	BR Plus 1%, i.e. 11.00% p.a.	The tenure of working capital loan is 12 Months Subject to Payable on Demand / Annual Review.	i) First and Exclusive charge on all existing and future current assets / moveable fixed assets of the Borrower. Ii) Registered Mortgage of the Office No. B-702/703/704 & 705, 7th Floor, "B" Wing, International Trade Centre, Majura Gate, Ring Road, Sagrampura, Surat owned by Ravindrakumar Arya - The Director of the Company iii) Personal Guarantee of Ravindrakumar Arya
		Bank Guarantee/Letter of Credit for Rs. 50.00 Lacs (Sublimit to CC)	NFB		(i)Commission of 1.00% p.a	The tenure of working capital loan is 12 Months Subject to Payable on Demand / Annual Review.	

DETAILS OF TRADE PAYABLES AS RESTATED **ANNEXURE XII**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Sundry Creditors for Goods	171.49	309.25	399.96	169.97	370.54
Sundry Creditors for Capital Goods/Fixed Assets	-	-	-	-	-
Sundry Creditors for Expenses	8.76	9.75	8.79	29.75	34.06
Total	**180.25**	**319.00**	**408.75**	**199.72**	**404.60**

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED **ANNEXURE XIII**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Advance received from customers	14.24	-	1.65	6.10	42.12
Advance against sale of Property	-	-	-	-	-
Other current Liabilities	1.67	2.28	7.69	1.28	7.15
Current Maturities of Term Liabilities					
HDFC Bank Car Loan	-	-	-	-	2.10
ICICI Bank Car Loan	-	-	2.01	2.18	1.95
Kotak Mahindra Bank Limited (WCTL-1)	24.73	22.28	-	-	-
Kotak Mahindra Bank Limited (WCTL-2)	-	34.14	-	-	-
Kotak Mahindra Prime Limited Car Loan	-	-	-	-	4.79
Total	**40.64**	**58.69**	**11.35**	**9.56**	**58.11**

Notes:

-Advances Received from Customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

DETAILS OF SHORT TERM PROVISIONS AS RESTATED **ANNEXURE XIV**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Provision for Direct Tax	2.36	2.94	2.84	1.19	-
Provision for Expenses	9.30	7.29	4.64	9.60	3.48
Total	**11.66**	**10.24**	**7.48**	**10.79**	**3.48**

Notes:

- Provision for Direct Tax have been adjusted against the Advance Tax and TDS Receivables, if any

DETAILS OF FIXED ASSETS AS RESTATED

ANNEXURE XV
(Amount in Lakhs)

Particulars	Building	Land	Capital WIP	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Computer	Intangible	Total
Gross Block :									
As at April 1, 2011	-	102.04	-	71.84	18.36	73.27	40.25	-	305.76
Additions / (Deletion)	-	-	-	-	0.46	15.90	0.15	-	16.51
As at March 31, 2012	**-**	**102.04**	**-**	**71.84**	**18.83**	**89.17**	**40.39**	**-**	**322.27**
As at April 1, 2012	-	102.04	-	71.84	18.83	89.17	40.39	-	322.27
Additions / (Deletion)	-	-	-	1.62	0.25	(12.55)	-	-	(10.68)
As at March 31, 2013	**-**	**102.04**	**-**	**73.46**	**19.08**	**76.62**	**40.39**	**-**	**311.59**
As at April 1, 2013	-	102.04	-	73.46	19.08	76.62	40.39	-	311.59
Additions / (Deletion)	-	6.00	-	-	(5.43)	(3.54)	(33.60)	-	(36.57)
As at March 31, 2014	**-**	**108.04**	**-**	**73.46**	**13.65**	**73.08**	**6.80**	**-**	**275.03**
As at April 1, 2014	-	108.04	-	73.46	13.65	73.08	6.80	-	275.03
Additions / (Deletion)	-	11.00	0.25	(0.31)	-	(6.71)	-	-	4.23
As at March 31, 2015	**-**	**119.04**	**0.25**	**73.15**	**13.65**	**66.36**	**6.80**	**-**	**279.26**
As at April 1, 2015	-	119.04	0.25	73.15	13.65	66.36	6.80	-	279.26
Additions / (Deletion)	-	-	(0.25)	1.31	1.21	0.54	0.22	-	**3.03**
As at March 31, 2016	**-**	**119.04**	**-**	**74.47**	**14.86**	**66.90**	**7.02**	**-**	**282.29**
Accumulated Depreciation									
As at April 1, 2011	-	-	-	32.22	6.15	17.31	33.98	-	89.66
Charge for the year	-	-	-	5.51	2.10	5.83	2.56	-	16.01
As at March 31, 2012	**-**	**-**	**-**	**37.73**	**8.25**	**23.14**	**36.55**	**-**	**105.67**
As at April 1, 2012	-	-	-	37.73	8.25	2314	36.55	-	105.67
Charge for the year	-	-	-	4.77	1.81	0.53	1.54	-	8.65
As at March 31, 2013	**-**	**-**	**-**	**42.51**	**10.06**	**23.67**	**38.09**	**-**	**114.32**

Particulars	Building	Land	Capital WIP	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Computer	Intangible	Total
As at April 1, 2013	-	-	-	42.51	10.06	23.67	38.09	-	114.32
Charge for the year	-	-	-	4.31	(1.90)	2.31	(31.55)	-	(26.84)
As at March 31, 2014	**-**	**-**	**-**	**46.81**	**8.16**	**25.97**	**6.53**	**-**	**87.48**
As at April 1, 2014	-	-	-	46.81	8.16	25.97	6.53	-	87.48
Charge for the year	-	-	-	7.16	1.54	15.76	0.02	-	24.48
Adjustments in Depreciation under the Companies Act ' 2013	-	-	-	0.06	1.57	2.83	0.02	-	4.47
As at March 31, 2015	**-**	**-**	**-**	**53.98**	**9.70**	**41.73**	**6.56**	**-**	**116.43**
As at April 1, 2015	-	-	-	53.98	9.70	41.73	6.56	-	116.43
Charge for the period	-	-	-	5.32	0.79	9.71	0.12	-	**15.94**
Additions / (Deletion)	-	-	-	-	-	-	-	-	**-**
As at March 31, 2016	-	-	-	59.30	10.49	51.44	6.68	-	132.38
Net Block :									
As at March 31, 2012	-	102.04	-	34.10	10.57	66.03	3.85	-	216.60
As at March 31, 2013	-	102.04	-	30.95	9.02	52.95	2.31	-	197.27
As at March 31, 2014	-	108.04	-	26.65	5.49	47.10	0.26	-	187.54
As at March 31, 2015	-	119.04	0.25	19.18	3.95	24.63	0.24	-	162.83
As at March 31, 2016	-	119.04	-	15.17	4.37	15.46	0.34	-	149.91

DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED **ANNEXURE XVI**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(a) Investment in Equity instruments	-	-	-	-	-
(b) Investments in preference shares	-	-	-	-	-
(c) Investments in Government or Trust securities	-	-	-	-	-
(d) Investments in Debentures or Bonds	-	-	-	-	-
(e) Investments in Mutual Funds	7.70	5.60	3.70	1.40	-
(f) Investments in partnership firms*	-	-	-	-	-
(g) Other non-current investments	-	-	-	-	-
Aggregate Amount of Unquoted Investments	**-**	**-**	**-**	**-**	**-**
Aggregate Cost of Quoted Investments	**7.70**	**5.60**	**3.70**	**1.40**	**-**
Aggregate Cost of Unquoted Investments	**-**	**-**	**-**	**-**	**-**
Total	**7.70**	**5.60**	**3.70**	**1.40**	**-**

DETAILS OF LONG TERM LOANS & ADVANCES AS RESTATED **ANNEXURE XVII**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Unsecured & Considered Good					
Security Deposits					
- Telephone Deposit	0.10	0.10	0.10	0.10	0.10
- Mobile Phone Deposit	0.06	0.06	0.06	0.06	0.06
- Room Deposit	-	-	0.21	0.21	0.23
Loans and advances to other parties	4.46	4.46	4.46	4.10	16.52
Loans and advances to related parties	-	-	-	-	-
Total	**4.62**	**4.62**	**4.83**	**4.47**	**16.91**

DETAILS OF INVENTORIES AS RESTATED **ANNEXURE XVIII**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
a. Raw Materials and components (Valued at Cost or NRV unless otherwise stated)	532.54	456.89	297.83	320.40	313.72
Goods-in transit	-	-	-	-	-
	532.54	**456.89**	**297.83**	**320.40**	**313.72**
b. Work-in-progress (Valued at Cost or NRV unless otherwise stated)	-	-	-	-	-
Goods-in transit	-	-	-	-	-
	-	-	-	-	-
c. Finished goods (Valued at Cost or NRV unless otherwise stated)	109.30	214.51	391.54	453.65	519.72
Goods-in transit	-	-	-	-	-
	109.30	**214.51**	**391.54**	**453.65**	**519.72**
d. Stock-in-trade (Valued at Cost or NRV unless otherwise stated)	103.52	-	-	-	-
Goods-in transit	-	-	-	-	-
	103.52	-	-	-	-
Total	**745.35**	**671.40**	**689.37**	**774.05**	**833.44**

DETAILS OF TRADE RECEIVABLES AS RESTATED **ANNEXURE XIX**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Unsecured & Considered Good					
a. From Director / Promoters / Promoter Group / Associates / Relatives of Directors / Group Companies					
Over Six Months	-	-	-	-	-
Other than above	-	-	-	234.22	53.56
b. From Others					
Over Six Months	36.14	87.26	46.88	121.13	42.74
Other than above	483.41	811.88	1037.47	547.21	827.51
Total	**519.54**	**899.15**	**1084.36**	**902.57**	**923.81**

Notes:

- Trade Receivables as on 31st January, 2016 has been taken as certified by the management of the company
- As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made

DETAILS OF CASH AND CASH EQUIVALENTS AS RESTATED **ANNEXURE XX**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Balances with banks	4.29	1.15	1.03	2.69	32.15
Cash on hand	4.87	25.85	7.39	7.30	16.81
Other Cash Equivalents	-	-	-	-	-
Total	**9.16**	**27.00**	**8.42**	**9.99**	**48.96**

DETAILS OF SHORT TERM LOANS & ADVANCES AS RESTATED **ANNEXURE XXI**

(Amount in Lakhs)

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
A. Loans and advances to related parties					
Secured, considered good	-	-	-	-	-
Unsecured, considered good	283.10	132.78	166.65	-	-
Doubtful	-	-	-	-	-
Less: Provision for doubtful loans and advances	-	-	-	-	-
	283.10	**132.78**	**166.65**	**-**	**-**
B. Security Deposits					
C. Balances with government authorities					
(i) CENVAT credit receivable	7.74	4.94	4.94	4.94	5.87
(ii) TDS Receivables	-	-	-	-	39.70
(iii) TCS Receivables	-	-	-	-	-
(iv) VAT credit receivable	-	-	-	-	-
(v) Interest Subvention receivable	7.44	-	3.92	5.56	-
(vi) Advance Tax	1.75	2.05	0.22	0.05	-
(vii) Export Incentive Receivable	16.26	36.83	82.09	69.44	185.78
(Viii) Deposit against CESTATE Order	10.00	10.00	-	-	-
	43.19	**53.82**	**91.17**	**80.00**	**231.35**
D. Others (specify nature)					
- Advance to Suppliers	0.03	-	0.05	285.84	61.32
- Advance to Staff	1.27	0.91	1.02	1.89	2.06
- Advance to Others	0.06	0.06	0.06	-	2.08
- Other Prepaid Expenses	**0.89**	**3.92**	**1.02**	**1.32**	**1.51**
	2.24	**4.89**	**2.15**	**289.05**	**66.97**
Total A+B+C+D	**328.53**	**191.49**	**259.97**	**369.04**	**298.32**

Notes:

- Advances Given to Suppliers has been taken as certified by the management of the company.
- No Securities have been taken by the company against the advances given to the suppliers
- Advance Tax and TDS Receivables have been adjusted against the Provision for Direct Tax

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED **ANNEXURE XXII**

(Amount Rs in Lakhs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Sale of products					
Revenue from sale of products:-Trading(net off excise)	1387.11	1595.13	1032.05	1080.75	1009.12
Revenue from Export sale of products(net off excise)	812.56	932.98	1516.79	2255.77	2524.46
High Seas Sale	-	-	54.70	-	-
Revenue from sale of products	**2199.67**	**2528.11**	**2603.54**	**3336.52**	**3533.58**
Sale of Services					
Revenue Job Work	214.72	166.58	142.13	89.75	41.45
	214.72	**166.58**	**142.13**	**89.75**	**41.45**
Other operating revenues					
Export Incentives	53.83	74.20	118.54	60.28	163.32
	53.83	**74.20**	**118.54**	**60.28**	**163.32**
Revenue from operations	**2468.23**	**2768.88**	**2864.21**	**3486.55**	**3738.35**

DETAILS OF OTHER INCOME AS RESTATED **ANNEXURE XXIII**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012	Nature of Income
Interest Income	-	0.00	-	-	-	Recurring & Not Related to Business Activity
Net gain / loss on Sale of Assets	-	0.07	-	-	-	Non Recurring and Not Related to Business Activities

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012	Nature of Income
Other non-operating income						
Key man Insurance Policy Redemption Income	-	23.62	-	-	-	Non Recurring & Related to Business Activities
Total		**23.69**				

DETAILS OF RELATED PARTIES TRANSACTIONS AS RESTATED **ANNEXURE XXIV**

(Amount in Lakhs)

Name of the Party	Nature of Transaction	Amount of Transaction Debited in 2011-12	Amount of Transaction in Credited in 2011-12	Amount Outstanding as on 31.03.12 (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 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (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 2015-16	Amount of Transaction Credited in 2015-16	Amount Outstanding as on 31.03.16 (Payable)/ Receivable
Bindal Exim Pvt. Ltd.	Purchase	126.27	118.94	36.88	119.12	156.00	-	390.10	259.73	130.37	856.53	854.12	132.78	244.88	312.56	65.10
Bindal Silk Mills Pvt. Ltd.	Job Work	277.86	252.63	(27.53)	257.38	230.61	(0.77)	654.92	729.78	(75.63)	168.46	170.18	(77.34)	562.58	557.61	(72.38)
	Purchase	-	-	-	-	-	-	-	-	-	270.22	270.22	-	-	-	-
	Unsecured Loan	286.17	261.22	-	5.55	5.55	-	-	-	-	-	-	-	-	-	-
Jaybharat Filaments Pvt. Ltd.	Purchase	538.50	505.67	16.68	990.39	772.85	234.22	333.01	530.95	36.28	246.87	283.15	-	423.98	205.98	218.00
Jaybharat Finstock Pvt. Ltd.	Unsecured Loan	674.39	391.25	(87.76)	101.28	101.28	(87.76)	69.79	12.03	(30.00)	30.26	0.26	(0.00)	0.37	0.37	(0.00)
Shri Ravindrakumar Arya	Rent Expense	7.13	3.56	-	-	-	-	-	-	-	-	-	-	-	-	-
	Unsecured Loan	13.02	12.99	-	-	-	-	-	-	-	2.13	2.13	-	3.20	3.20	-
	Sales	-	-	-	-	-	-	-	-	-	0.08	0.08	-	0.07	0.07	-

Name of the Party	Nature of Transaction	Amount of Transaction Debited in 2011-12	Amount of Transaction in Credited in 2011-12	Amount Outstanding as on 31.03.12 (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 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (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 2015-16	Amount of Transaction Credited in 2015-16	Amount Outstanding as on 31.03.16 (Payable)/ Receivable
	Salary	4.20	4.20	-	4.16	4.20	(0.04)	4.24	4.20	-	3.85	4.20	(0.35)	4.27	4.20	(0.28)
	Salary	0.60	0.60	-	2.20	2.40	(0.20)	0.20	-	0.00	-	-	(0.00)	-	-	-
	Sales	-	-	-	-	-	-	-	-	-	0.01	0.01	-	0.03	0.03	-
Anupam Arya	Unsecured Loan	4.99	4.99	-	-	-	-	-	-	-	0.60	0.60	-	0.86	0.60	0.27
Anupam Arya HUF	Unsecured Loan	-	-	-	-	-	-	-	-	-	0.18	0.18	-	0.10	0.10	-
Shri Apurva Arya	Legal and Professional Fees	-	-	-	-	0.27	(0.27)	2.15	1.88	-	5.28	5.28	-	2.70	2.70	-
Shri Pyarelal Agarwal	Salary	-	-	-	2.65	2.88	(0.23)	3.04	2.82	-	-	-	-	-	-	-
Ravindra Arya HUF	Unsecured Loan	-	-	-	-	-	-	-	-	-	17.01	17.01	-	0.65	0.65	-
Saakshi Arya	Unsecured Loan	-	-	-	-	-	-	-	-	-	0.95	0.95	-	0.56	0.56	-
Kanaiyalal Arya HUF	Unsecured Loan	-	-	-	-	-	-	-	-	-	1.59	1.59	-	0.82	0.82	-

Name of the Party	Nature of Transaction	Amount of Transaction Debited in 2011-12	Amount of Transaction in Credited in 2011-12	Amount Outstanding as on 31.03.12 (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 2013-14	Amount of Transaction Credited in 2013-14	Amount Outstanding as on 31.03.14 (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 2015-16	Amount of Transaction Credited in 2015-16	Amount Outstanding as on 31.03.16 (Payable)/ Receivable
Savitri Devi Agarwal	Unsecured Loan	-	-	-	-	-	-	-	-	-	0.79	0.79	-	0.70	0.70	-
Nishidha Arya	Unsecured Loan	-	-	-	-	-	-	-	-	-	2.75	2.75	-	0.01	0.01	-
Smt. Savita Arya	Salary	4.20	4.20	-	4.20	4.20	-	-	-	-	-	-	-	-	-	-
	Unsecured Loan	-	-	-	0.50	0.50	-	-	-	-	25.96	25.96	-	0.20	0.20	-
	Rent Expense	5.40	2.70	-	-	-	-	-	-	-	-	-	-	-	-	-

DETAILS OF SUMMARY OF ACCOUNTING RATIOS AS RESTATED ANNEXURE XXV

(Amount in Lakhs)

Ratio	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Restated PAT as per statement of profit and loss **(A)**	5.95	1.46	6.70	9.10	8.38
Weighted average number of equity shares at the end of the year/ period**(B)**	19,72,000	19,72,000	19,72,000	19,72,000	19,72,000
No. of Equity Shares at the end of the year / period **(C)**	13,80,400	13,80,400	13,80,400	13,80,400	13,80,400
Net Worth , as Restated **(D)**	629.49	623.54	626.55	619.86	610.75
Earnings Per Share					
Basic & Diluted (Rs)* **(A/B)**	**0.30**	**0.07**	**0.34**	**0.46**	**0.42**
Return on net worth (%) **(A/D)**	**0.18**	**0.04**	**0.20**	**0.27**	**0.25**
Return on net worth (%)	**0.94%**	**0.23%**	**1.07%**	**1.47%**	**1.37%**
Net Asset value per Equity Share **(A/C)**	**18.78**	**18.60**	**18.69**	**18.49**	**18.22**
Nominal value per equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

Notes:

1. The ratios have been Computed as per the following formulas

   a) Basic Earning per Share:
   Restated Profit after Tax available to equity shareholders
   Weighted average number of equity shares outstanding at the end of the year / period

   b) Net Asset Value (NAV) per Equity Share:
   Restated Networth of Equity Share Holders
   Number of equity shares outstanding at the end of the year / period

   c) Return on Net worth (%):
   Restated Profit after Tax available to equity shareholders
   Restated Networth of Equity Share Holders

2. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.
3. Earning per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

Note:

1. The figures disclosed are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

CAPITALIZATION STATEMENT AS RESTATED

ANNEXURE XXVI

(Amount in Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings:		
Short-term Debt (A)	817.25	817.25
Long-term Debt (B)	71.55	71.55
Total debts (C)	**888.80**	**888.80**
Shareholders' funds		
Share capital	335.24	460.04
Reserve and surplus	294.25	329.13
Total shareholders' funds (D)	**629.49**	**789.17**
Long term debt / shareholders' funds (B/D)	**0.11**	**0.09**
Total debt / shareholders' funds (C/D)	**1.41**	**1.13**

1. Short term debts represent debts which are due within 12 months from March 31, 2016.
2. Long term debts represent debts other than short term debts, as defined above but includes current maturities of long term debt.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2016
4. The Company has issued 13,80,400 Bonus Equity Shares in the ration of 7 Equity Shares for every 10 Equity Shares held on August 30, 2016.
5. Issue expenses of Rs. 40.00 lakhs has been deducted while calculating after the issue securities premium account.

STATEMENT OF TAX SHELTERS AS RESTATED **ANNEXURE XXVII**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Profit before tax, as restated (A)	8.50	0.31	13.02	13.39	25.66
Tax Rate (%)	30.90	30.90	30.90	30.90	30.90
Adjustments :					
Permanent differences					
Expenses disallowed under Income Tax Act, 1961					
- Interest u/s 234A/B/C	0.01	0.05	0.13	0.03	0.24
- Disallowed u/s. 37	-	0.09	-	-	-
- Loss on Sale of Fixed Assets	-	-	6.48	5.53	-
- Undisclosed receipt of Interest u/s. 244A	-	-	-	0.37	-
- Disallowance u/s. 14A	-	-	-	0.08	-
- Provision for Doubtful Debts	-	-	4.65	-	-
Donation Expense	-	-	-	-	-
Total permanent differences(B)	**0.01**	**0.13**	**11.26**	**6.01**	**0.24**
Income considered separately (C.)					
Timing differences					
Depreciation as per Books	**15.94**	**28.53**	**10.36**	**14.43**	**16.01**
Depreciation as per IT Act	7.67	8.40	10.43	12.24	14.32
Disallowance u/s 43B	0.08	-	-	2.66	-
Gratuity	3.19	2.78	0.94	1.26	0.62
Total timing differences (D)	**11.54**	**22.91**	**0.87**	**6.12**	2.31
Net adjustments E = (B+C+D)	**11.56**	**23.04**	**12.12**	**12.13**	**2.55**
Tax expense / (saving) thereon	**3.57**	**7.12**	**3.75**	**3.75**	**0.79**
Income from other sources (F)	-	-	-	-	-
Exempt Income (G)	-	-	-	-	-
Taxable income/(loss) (A+E+F-G)	**20.05**	**23.35**	**25.15**	**25.52**	**28.21**
Tax as per Normal Provision	**6.20**	**7.22**	**7.77**	**7.89**	**8.72**
Taxable income/(loss) as per MAT	**8.50**	**0.31**	**13.02**	**13.39**	**25.66**
Income tax as per MAT	**1.62**	**0.06**	**2.48**	**2.55**	**4.89**
Tax paid as per "MAT" or "Normal Provisions"	Normal Provision	Normal Provision	Normal Provision	Normal Provision	Normal Provision

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled *"Financial Statements"* on page 203 of this Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in *"Risk Factors"* and *"Forward-Looking Statements"* beginning on pages 19 and 18 respectively, of this Prospectus.

Our Company was incorporated on May 22, 2007 and has completed more than nine 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 financial years ended March 31, 2016, 2015 and 2014.

OVERVIEW

Our Company M/s. Bindal Exports Private Limited began its journey as a partnership firm registered under the name and style of M/s. J B Exports in the year 1997. On May 22, 2007, the firm was converted into a private limited Company and thereafter in September 2016, we became a Public Company. The registered office of our Company is located at "Bindal House", Block No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat – 395006, Gujarat, India and the Stitching unit of the company is located at P-216, Kadodara Char Rasta, Kadodara, Taluka: Palsana, Surat - 395225, Gujarat, India.

Founded by Ravindrakumar Arya, our Company forms part of the esteemed Bindal group, which is a well known group in Surat Textile Market offering an array of textile products and services ranging from processing, designing to manufacturing. The group has an operating history of more than three decades and has carved a niche for itself in the textile market. With his vast experience, our promoter has been instrumental in determining the vision and growth strategies for our Company.

Our Company is involved in supplying fabrics, trading of grey cloth and finished fabrics and job work of fabrics. Job work of fabrics includes value addition work such as embroidery work, Tikli work, glitter work etc. For carrying out job work operations, we have a stitching and cutting facility with requisite machineries and facilities for servicing the value addition needs of the customers. Our Product portfolio comprises of wide range of fabrics such as polyester, viscose, rayon etc. These fabrics come in variety of material, size and colours. Our products are mainly used by garment houses for manufacturing of garments in the apparel industry.

Our Company caters to both domestic as well as international markets. Our Company has also been recognized by Government of India as a "One Star Export House" and holds a valid certificate for the same from the Director General of Foreign Trade. We have a dedicated marketing team headed by our management looking after our operations.

Our Company has also been recipient of several awards in the past from The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC), The Southern Gujarat Chamber of Commerce & Industries, Surat (SGCCI) for its valued contribution.

We value our customers and aim to exceed customer expectations by fulfilling valuable commitments. Our customer oriented approach and cordial relations with our suppliers are the key strengths of our company. We continuously aspire for great heights which not only showcase our signature of success in the present but also leave a mark for future.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The shareholders of the Company appointed Anupam Arya as an Executive Director of our Company in the Extra Ordinary General Meeting held on May 03, 2016.
2. The Board of Directors accepted resignation of Gourishankar Agarwal, Director of our Company in the Board Meeting held on May 12, 2016.
3. The Board of Directors appointed Ashokkumar Sharda as an Additional Independent Director of our Company in the Board Meeting held on July 14, 2016.
4. The shareholders of our Company regularized the appointment of Ashokkumar Sharda as an Independent Director of our Company in the Extra Ordinary General Meeting held on August 8, 2016.
5. The shareholders of our Company approved the alteration of Memorandum of Association and articles of association of our Company in the Extra Ordinary General Meeting held on August 8, 2016.
6. The Board of Directors appointed Seema Asawa as an Additional Independent Director of our Company in the Board of Directors meeting held on August 27, 2016.
7. The Board of Directors appointed Nishidha Arya as Chief Financial Officer of our Company in the Board of Directors meeting held on August 27, 2016
8. The Board of Directors appointed Apurva Arya as a Non - Executive Director of our Company in the Board of Directors meeting held on August 29, 2016.
9. The shareholders of the Company in their meeting dated August 29, 2016 regularized Seema Asawa as an Independent Director.
10. The shareholders approved the proposal to increase in authorized capital from Rs. 2,00,00,000 to Rs. 5,00,00,000 in the Extra-ordinary General Meeting held on August 29, 2016
11. The shareholders in their meeting held on August 29, 2016 increased in the borrowing powers of our Company upto Rs. 1000 Crores.
12. The shareholders approved the proposal to Issue Bonus shares in the ratio of seven shares for every ten shares held on August 29, 2016.
13. The shareholders of our Company in their meeting dated August 29, 2016 approved the Conversion of Company from Private Limited Company to Public Limited Company.
14. The Board of Directors appointed Ravindrakumar Arya as a Chairman of our Company in the Board of Directors meeting held on August 30, 2016.
15. The Board of Directors of the Company approved and passed resolution on August 30, 2016 to raise funds by making Initial Public Offering subject to shareholders' approval.

16. The shareholders approved and passed resolution on September 08, 2016 to authorize the Board of Directors to raise funds by making Initial Public Offering.

17. The Board of Directors appointed Hiren Shah as Company Secretary and Compliance Officer of our Company in the Board Meeting held on September 08, 2016.

18. The shareholders of the Company reappointed Ravindrakumar Arya as a Managing Director of our Company in the Annual General Meeting held on September 08, 2016 for a term of three years.

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 19 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Supply and availability of raw material
- Costs of material and labour
- Competition and price cutting from existing and new entrants
- Development of Textiles industry
- Credit availability
- Brand image
- Rate of interest policies
- Economic and Demographic conditions

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 years ended March 31, 2016, 2015 and 2014.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of revenue from operations is from supplying of fabrics, trading of grey cloth and job work of fabrics.

Other Income:

Our other income mainly includes export incentives received.

Amount (*Rs. In Lakhs*)

Particulars	Till March 31,		
	2016	2015	2014
Income			
Revenue from Operations	2468.23	2768.88	2864.21
As a % of Total Revenue	100%	99.15%	100%
Other Income	-	23.69	-
As a % of Total Revenue	-	0.85%	-
Total Revenue	**2468.23**	**2792.57**	**2864.21**

Expenditure

Our total expenditure primarily consists of cost of materials consumed, purchase of stock in trade, changes in inventories of finished goods, work in Progress and Stock in Trade, employee benefit expenses, finance cost, depreciation and other expenses.

Cost of Materials consumed

Cost of Materials consumed includes cost of raw materials which is used in our manufacturing process such as grey cloth.

Purchase of stock in trade

Purchase of stock in trade consists of cost of goods which are traded by us and includes fabrics & grey cloth.

Employee benefit expenses

Our employee benefit expenses mainly includes salaries & wages expense, directors' remuneration, contribution to provident and other funds, gratuity expense, staff welfare expenses, etc.

Financial Cost

Our finance costs mainly include interest on borrowings, working capital loan and bank charges and other finance costs.

Depreciation

Depreciation includes depreciation on tangible assets.

Other Expenses

Other expenses include expenses like advertisement and publicity expenses, auditor's remuneration, Commission and brokerage expenses, Cutting expenses, Design and development charges, power and fuel expenses, insurance expenses, job charges, land service charges, Legal & professional Fees expenses, packing and other materials, repairs and maintenance expenses, communications expenses, travelling expenses, transportation, loading and unloading expenses, warehousing charges 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,		
	2016	2015	2014
INCOME			
Revenue from operations	2,468.23	2,768.88	2,864.21
As a % of Total Revenue	100.00	99.15%	100.00%
Other income	-	23.69	-
As a % of Total Revenue	-	0.85%	-
Total Revenue (A)	**2,468.23**	**2,792.57**	**2864.21**
Growth %	**(11.61)%**	**(2.50)%**	**(17.85)%**
EXPENDITURE			
Purchase of Raw Material	1,060.24	1,060.48	986.17
As a % of Total Revenue	42.96%	37.98%	34.43%
Purchase of stock in trade	496.75	736.12	1036.74
As a % of Total Revenue	20.13%	26.36%	36.20%
Changes in inventories of finished goods, traded goods and WIP	1.70	177.03	62.11
As a % of Total Revenue	0.07%	6.34%	2.17%
Employee benefit expenses	101.62	108.94	104.33
As a % of Total Revenue	4.12%	3.90%	3.64%
Finance costs	92.22	122.16	95.42

Particulars	For the Year Ended March 31,		
	2016	2015	2014
As a % of Total Revenue	3.74%	4.37%	3.33%
Depreciation expense	15.94	28.53	10.36
As a % of Total Revenue	0.65%	1.02%	0.36%
Other expenses	691.26	559.00	556.05
As a % of Total Revenue	28.01%	20.02%	19.41%
Total Expenses (B)	**2,459.73**	**2,792.26**	**2,851.18**
As a % of Total Revenue	99.66%	99.99%	99.55%
Profit before exceptional, extraordinary items and tax	8.50	0.31	13.02
As a % of Total Revenue	0.34%	0.01%	0.45%
Exceptional items	-	-	-
Profit before extraordinary items and tax	8.50	0.31	13.02
As a % of Total Revenue	0.34%	0.01%	0.45%
Extraordinary items	-	-	-
Profit before tax	8.50	0.31	13.02
PBT Margin	**0.34%**	**0.01%**	**0.45%**
Tax expense :			
(i) Current tax	6.20	7.22	7.77
(ii) Deferred tax	(3.65)	(8.36)	(1.45)
(iii) MAT Credit	-	-	-
Total Tax Expense	**2.55**	**(1.14)**	**6.32**
Profit for the year	5.95	1.46	6.70
PAT Margin	**0.24%**	**0.05%**	**0.23%**

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Income from Operations

Particulars	2015-16	2014-15	Variance
	(Rs. Lacs)	(Rs. Lacs)	(%)
Operating Income	2468.23	2768.88	(10.86)

The operating income of the Company for the year ending March 31, 2016 is Rs. 2468.23 lakhs as compared to Rs. 2768.88 lakhs for the year ending March 31, 2015, showing a decline of 10.86%. The decline was due to decrease in our business operations.

Other income

Our other income is Nil for the FY 2015-16 as compared to Rs. 23.68 lakhs in FY 2014-15 as one time income received during FY 2014-15 towards Key man Insurance Policy Redemption Income

Direct expenditure

Particulars	2015-16 (Rs. Lacs)	2014-15 (Rs. Lacs)	Variance (%)
Purchase of materials	1060.24	1060.48	(0.02)
Purchase of stock in trade	496.75	736.12	(32.52)
Changes in inventories of finished goods, WIP and Stock in Trade	1.70	177.03	(99.04)
Total	**1558.69**	**1973.63**	**(21.02)**

The direct expenditure has decreased from Rs. 1973.63 lakhs in Financial Year 2014-15 to Rs. 1558.69 lakhs in Financial Year 2015-16 showing a decrease of 21.02% over the previous year. The decrease was in line with decrease in our operations.

Administrative and employee costs

Particulars	2015-16 (Rs. Lacs)	2014-15 (Rs. Lacs)	Variance (%)
Employee benefit expenses	101.62	108.94	(6.72)
Other expenses	691.26	559.00	23.66

There is a decrease in employee benefit expenses from Rs. 108.94 lakhs to Rs. 101.62 lakhs due to employees' turnover.

Our other expenses increased by 23.66% from Rs. 559 lakhs in Financial Year 2014-15 to Rs. 691.26 lakhs in Financial Year 2015-16 due to increase in job work and packing expenses.

Finance costs

The finance charges for the Financial Year 2015-16 have decreased to Rs. 92.22 lakhs from Rs. 122.16 lakhs in the Financial Year 2014-15 due to repayment of certain borrowings.

Depreciation

Depreciation expenses for the Financial Year 2015-16 have decreased to Rs. 15.94 lakhs as compared to Rs. 28.53 lakhs for the Financial Year 2014-15.

Profit before tax

Particulars	2015-16 (Rs. Lacs)	2014-15 (Rs. Lacs)	Variance (%)
Profit Before Tax	8.50	0.31	2612.91

Profit before tax increased from Rs. 0.31 lakhs to Rs. 8.50 lakhs. The increase was due to decrease in our depreciation costs.

Provision for tax and net profit

Particulars	2015-16 (Rs. Lacs)	2014-15 (Rs. Lacs)	Variance (%)
Taxation Expenses	2.55	(1.14)	(323.68)
Profit after Tax	5.95	1.46	308.55

Taxation expense increased from Rs (1.14) lakhs in Financial Year 2014-15 to Rs. 2.55 lakhs in Financial Year 2015-16.

The profit after tax increased from Rs 1.46 lakhs in Financial Year 2014-15 to Rs. 5.95 lakhs in Financial Year 2015-16 due to lower depreciation expenses.

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

INCOME

Income from Operations

Particulars	2014-15	2013-14	Variance
	(Rs. Lacs)	(Rs. Lacs)	(%)
Revenue from operations	2768.88	2864.21	(3.33)

The operating income of the Company for the year ending March 31, 2015 is Rs. 2768.88 lakhs as compared to Rs. 2864.21 lakhs for the year ending March 31, 2014, showing a decline of 3.33 % due to decrease in our business operations.

Other income

Our other income increased to Rs. 23.69 lakhs in FY 2014-15 compared to NIL other income in FY 2013-14 due to receipt of Key man Insurance Policy Redemption Income, gain on sale of assets and interest income.

Direct expenditure

Particulars	2014-15	2013-14	Variance
	(Rs. Lacs)	(Rs. Lacs)	(%)
Purchase of materials	1060.48	986.17	7.54
Purchase of stock in trade	736.12	1036.74	(29.00)
Changes in inventories of finished goods, WIP and Stock in Trade	177.03	62.11	185.04
Total	**1973.63**	**2085.02**	**(5.34)**

The direct expenditure has decreased from Rs. 2085.02 lakhs in Financial Year 2013-2014 to Rs. 1973.63 lakhs in Financial Year 2014-2015 showing a decline of 5.34% over the previous year. The decline was in line with decrease in our operations.

Administrative and employee costs

Particulars	2014-15	2013-14	Variance
	(Rs. Lacs)	(Rs. Lacs)	(%)
Employee benefit expenses	108.94	104.33	4.42
Other expenses	559.00	556.05	0.53

There is an increase in employee benefit expenses from Rs. 104.33 lakhs to Rs. 108.94 lakhs due to increase in salary and wages expenses.

Our other expenses slightly increased by 0.53 % from Rs. 556.05 lakhs in Financial Year 2013-2014 to Rs. 559.00 lakhs in Financial Year 2014-2015.

Finance costs

The finance charges for the Financial Year 2014-2015 have increased to Rs. 122.16 lakhs from Rs. 95.42 lakhs in Financial Year 2013-14 due to higher borrowings.

Depreciation

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 28.53 lakhs as compared to Rs.10.36 lakhs for the Financial Year 2013-2014 due to increase in investment in fixed assets and change of method of depreciation as per Companies Act, 2013.

Profit before tax

Particulars	2014-15 (Rs. Lacs)	2013-14 (Rs. Lacs)	Variance (%)
Profit Before Tax	0.31	13.02	(97.59)

Profit before tax decreased from Rs. 13.03 lakhs in the FY 2013-14 to Rs. 0.31 lakhs in the FY 2014-15 due to increase in Depreciation & other expenses.

Provision for tax and net profit

Particulars	2014-15 (Rs. Lacs)	2013-14 (Rs. Lacs)	Variance (%)
Taxation Expenses	(1.14)	6.32	118.07
Profit after Tax	1.46	6.70	(78.27)

Taxation expense decreased from Rs 6.32 lakhs in Financial Year 2013-14 to Rs. (1.14) lakhs in Financial Year 2014-15 due to increase in Deferred Tax Assets.

The profit after tax decreased from Rs 6.70 lakhs in Financial Year 2013-14 to Rs. 1.46 lakhs in Financial Year 2014-15 due to increase in depreciation expenses.

OTHER MATTERS

1. **Unusual or infrequent events or transactions**

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

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

   Other than as described in the section titled *"Risk Factors"* beginning on page 19 of this Prospectus to our knowledge there are no significant economic changes that materially affected or are likely to affect income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

   Other than as disclosed in the section titled *"Risk Factors"* beginning on page 19 of this Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. **Future relationship between Costs and Income**

   Our Company's future costs and revenues will be determined by demand/supply situation, government policies, global market situation and prices of our raw materials.

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

   Increase in revenue is by and 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 involved in supplying fabrics, trading of grey cloth and finished fabrics and job work of fabrics for domestic as well as export markets. Job work of fabrics includes value addition

work such as embroidery work, Tikli work, glitter work etc. Relevant industry data, as available, has been included in the chapter titled *"Our Industry"* beginning on page 118 of this Prospectus.

7. Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus. For details of the products our Company deals in, please refer to the chapter titled "Our Business" beginning on page 144 of this Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

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

The % of Contribution of our Company's customer and supplier Vis a Vis the total income and purchase respectively as on March 31, 2016.

Particulars	Customers	Suppliers
Top 5 (%)	37.35 %	40.31 %
Top 10 (%)	54.00 %	52.74 %

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 chapter titled *"Our Business"* on page 144 of this Prospectus.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from banks for conducting its business.

Set forth is a brief summary of our Company's secured borrowings as on the date of Prospectus together with a brief description of certain significant terms of such financing arrangements.

SECURED LOAN

1. Loan of Rs. 1000.00 lakhs sanctioned by Kotak Mahindra Bank Limited.

(Rs.in Lakhs)

Nature of Facility	Limit	Interest / Commission	Tenure / Period	Security	Outstanding amount as on March 31, 2016
Fund Based Limits					
Cash Credit Limits	850.00	1.00% above base rate i.e. 11.00 p.a.	12 Months	Working Capital	817.25
EPC/PCFC (Sublimit to CC)	(850.00)	Charges as per Bank guidelines			
FBD/ FBP/FBN (Sublimit to CC)	(850.00)				
Working Capital Term Loan –I	79.00	1.00% above base rate i.e. 11.00% p.a.			71.55
Non Fund Based Limits					
Bank Guarantee (Sublimit to CC)	(50.00)	1.00% p.a.	12 Months	Working Capital	
Letters of Credit (Sublimit to CC)	(50.00)	1.00% p.a.			
Counter Bank Guarantee (Sublimit of CC)	(850.00)	Nil			
VaR Limits (Sublimit of CC)	(50.00)	As per Bank Policy			
Security: **Primary Security:** First and exclusive charge on all existing and future current assets/ movable fixed assets of the Borrower.					

Nature of Facility	Limit	Interest / Commission	Tenure / Period	Security	Outstanding amount as on March 31, 2016

Collateral Security:

1. Registered Mortgage over following properties:

Sr. No.	Collateral details (Address as per valuation report & ownership)	Remarks/ Types of charges
1	Office No: B/702, 703, 704 & 705, 7th Floor, "B" Wing, International Trade Centre (ITC), Majura Gate, Ring Road, Sagrampura, Surat Owned by Ravindra Arya	Registered Mortgage Property is currently mortgaged with City Bank and shall be mortgaged with KMBL within 60 days post take-over of limits in Ravindra Arya from City Bank

Personal Guarantee:

- Ravindra Arya

Key Restrictive Covenants:

1. The Borrower to obtain prior permission of the Bank before raising any further loans/availing any facilities against the assets offered as securities for the facilities of the bank.
2. The borrower to intimate the bank at the time of raising any further loans/ availing any facilities from any other bank or institution.
3. Any change in shareholding/ directorship/ partnership/ ownership shall be undertaken with prior permission of the bank.
4. The borrower shall not allow pay-out by way of salary to directors/ partners (other than professional directors) by way of interest to other subordinated lenders by way of dividend to shareholders in case of delay or default and repayment of any of the facilities availed by the borrower from the bank or any other bank or financial institution.
5. The working capital facilities granted by the bank and other banks both secured and unsecured shall be within the overall working capital requirements assessed by the bank.
6. The borrower to route their banking business including foreign exchange, deposits and bill business through the bank pro-rata to our term loan and working capital exposure.
7. The borrower shall provide all such permission and approval as many required under any law for time being in force or pursuant to any provision of any agreement and/ or documents as may be required for the purpose of creation of security as mentioned herein above.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated below and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, statutory or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries and Group Companies or against any other company whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

It is important to note that Bindal Exports Limited was originally formed and registered as a partnership firm at Surat under the Indian Partnership Act, 1932 in the name of "M/s J.B. Exports". The name of the partnership firm was changed to "M/s Bindal Exports" w.e.f. March 31, 2007. "M/s Bindal Exports" was then converted into a Joint Stock Company under part IX of the Companies Act, 1956 under the name of ―Bindal Exports Private Limited‖ vide Certificate of Incorporation dated May 22, 2007 issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the Company was converted into a Public Limited Company pursuant to Shareholders'Resolution passed at the Extraordinary General Meeting of our Company held on August 29, 2016 and the name of the Company was changed to Bindal Exports Limited pursuant to issuance of fresh Certificate of Incorporation dated September 07, 2016 by the Deputy Registrar of Companies, Ahmedabad. Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on September 8, 2016 determined that outstanding dues to creditors in excess of Rs. 2 lakhs as per last audited financial statements shall be considered as material dues ("Material Dues").

Our Board, in its meeting held on September 8, 2016 determined that litigations involving an amount of more than Rs. 5 lakh shall be considered as material.

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

LITIGATION INVOLVING OUR COMPANY

Against our Company

Criminal Litigation

Nil

Civil Proceedings

A. MINOLI HARSHADBHAI SANGHVI V. BINDAL EXPORT PVT. LTD.

A recovery application number 59/2010 was filed before the Labour Court, Surat under Section 33 (C)(2) of the Industrial DisputeAct,1971 by Minoli Harshadbhai Sanghvi (hereinafter referred to as the '**Applicant**') to recover outstanding amount from Bindal Export Private Limited (hereinafter referred to as the '**Respondent**') dated March 25, 2010. The Applicant states that Shewas Textile Designer with the Respondent since January 1, 2008 and a workman since April 2009 to October 2009.She has also stated that an amount of Rs. 22,000/- was outstanding towards salary for September-October 2009 for which he issued a notice dated January 4, 2010 which was replied by the Applicant. Dissatisfied with the same Applicant filed the present Application. The matter is currently pending.

B. DFCE-LICENSE

The Grievance Redressal Committee in its meeting held on March 14, 2013 rejected the request for revalidation of DFCE License. M/s Bindal Exports Private Limited (hereinafter referred to as the '**Company**') submitted the DFCE License at Customs on May 2, 2011 and made a request for release and revalidation vide letter dated February 9, 2016. Out of total 10 DFCE Licenses the Company had submitted 9 DFCE Licenses to License section at Customs on May 2, 2011 with relevant documents. The DFCE License number 0310368520 dated February 24, 2006 with credit of Rs. 25,00,000/- along with Challan No. 649 dated May 23, 2011 for Rs. 2,000/- for revalidation of license. A duty of Rs. 2,02,60,005/- is receivable by the Company. A request for revalidation of DFCE was made February 24, 2012 to the Policy Relaxation Committee, New Delhi. It was mentioned in the request that 15 out of 25 DFCE License were utilised by the Company. The matter is currently pending with ministry of commerce.

C. LOP ON GIDC

An application is made for LOP on GIDC plot no. 38 to 41 at Appeal Park, Surat by M/s Bindal Exports Private Limited to Development Office to set up SEZ unit and a penalty was levied by GIDC for non-construction on said plot. The Company has made an Application to High Court to waive the penalty and also ask the authorities to make the plot SEZ free. The Application is presently pending. **Hence in case of any penalty or demand determined, the same may adversely affect our business operation.**

Taxation Matters

A. NOTICE UNDER CENTRAL EXCISE ACT AND RULES

Assistant Commissioner, Central Excise, Surat – I (hereinafter referred to as the '**Assessing Authority**') has issued a Show Cause Notice (SCN) bearing F. No. V(Ch.54)18-281/07-08/R dated February 17, 2012 to M/s J. B. Export (hereinafter referred to as the '**Claimant**') in respect of the rebate claim of Rs. 4,33,140/-filed by Claimant, for goods exported. The said claim was rejected by the Assessing Authority and a show cause notice as to why a penalty should not be imposed upon them under Section 15 of the Cenvat Credit Rules, 2004.Interest on wrongly availed and utilized Cenvat Credit amounting to Rs. 2,78,680/- shall not be recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with Section 11AB of the Central Excise Act, 1944.The matter is currently pending.

B. WRONG AVAILMENT OF CENVAT CREDIT

The Office of Assistant Commissioner Central Excise & Customs, Division – II, Surat issued a show cause notice (SCN) No. V(Ch-54)18-242/11-12/R dated March 5, 2013 directing M/s Bindal Silk Mills Private Limited to attend personal hearing. The matter is pending.

C. PROCEEDINGS UNDER SERVICE TAX

i. M/S J B EXPORTS V. CUSTOMS, CENTRAL EXCISE AND SERVICE TAX, SURAT-I

The Additional Commissioner, Central Excise, Customs & Service Tax, Surat issued three Show Cause Notices bearing F. No. V/ST/3-19/2010 dated March 23, 2013, V(ST)3-

79/D/ADC/11 dated August 10, 2011, V(ST)3-96/D/ADC/11 dated March 5, 2012 to M/s J B Export (hereinafter referred to as the '**Appellant**') imposing demand of Service tax amounting to Rs. 1,15,53,954, Rs. 7,06,766/- and Rs. 10,22,509/- respectively. During the course of audit of records of M/s J B Exports conducted by audit team on scrutiny of export documents and related Bank Realisation Certificate (BRCs), it was noticed that the Appellant had paid commission to their foreign based agents/brokers who do not have office in India, in relation to promotion or marketing of sale of goods produced by the Appellant. Such services provided by overseas commission agent are covered within the purview of 'Business Auxiliary Service' as defined under Section 65(1) of the Finance Act, 1994.The Commissioner, Central Excise, Customs & Service Tax, Surat has passed an Order-in-Original number SUR-EXCUS-001-COM-57-58-59-13-14 dated December 31, 2013 confirming the following for the above three notices:

1. Regarding **SCN F. No. V/ST/3-19/2010** dated March 23, 2013 for the period from April 19, 2006 to July 19, 2010 confirmed
    a. The demands for recovery of service tax amounting to **Rs. 1,15,53,954**/- under proviso to Section 73 (1) of the Finance Act, 1994 (hereinafter referred to as the '**Act**') along with interest at appropriate rate,
    b. Penalty of **Rs. 200/Rs. 100** per day or 2% per month as applicable at the material from due date of payment of service tax till the payment under section 76 of the Act (penalty not to exceed the amount of Service Tax),
    c. Penalty of **Rs. 10,000**/- under Section 77 of the Act for failure to register themselves,
    d. Penalty of **Rs. 20,000**/- under Section 77 of the Act for failure to file half yearly return and
    e. Penalty of **Rs. 1,15,53,954**/- under proviso to Section 78 of the Act (provided this amount shall reduce to 25% of confirmed service tax amount if the amount with interest is paid within 30 days of communication of this order.)
2. Regarding **SCN F. No. V(ST)3-79/D/ADC/11** dated August 10, 2011 for the period from August 01, 2010 to March 31, 2011 confirmed
    a. Service tax demand amounting to **Rs. 7,06,766/-** under Section 73 (2) of the Act along with interest at appropriate rate on this amount under Section 75 of the Act,
    b. Penalty of **Rs. 200/100 per day or 2% per month** as applicable from due date of payment till the payment under Section 76 of the Act,
    c. Penalty of **Rs. 10,000/-** under Section 77 of the Act for failure to get registered themselves,
    d. Penalty of **Rs. 40,000**/- under Section 77 of the act for failure to file half yearly return,
    e. Penalty of **Rs. 7,06,766/-** under Section 78 of the act (provided this amount shall reduce to 25% of confirmed service tax amount if the amount with interest is paid within 30 days of communication of this order.)
3. Regarding **SCN F. No. V(ST)3-96/D/ADC/11** dated March 5, 2012 for the period from April 1, 2011 to September 30, 2011 confirmed as follows:
    a. Service tax demand amounting to **Rs. 10,22,509/-** under Section 73 (2) of the Act along with interest at appropriate rate on this amount under Section 75 of the Act,
    b. Penalty of **Rs. 200/100 per day or 2% per month** as applicable from due date of payment till the payment under Section 76 of the Act,
    c. Penalty of **Rs. 10,000/-** under Section 77 of the Act for failure to get registered themselves,
    d. Penalty of **Rs. 40,000**/- under Section 77 of the Act for failure to file half yearly return,
    e. Penalty of **Rs. 10,22,509**/- under Section 78 of the Act (provided this amount shall reduce to 25% of confirmed service tax amount if the amount with interest is paid within 30 days of communication of this order.)

The Appellant filed a Stay Application bearing number ST/Stay/11114/2014 before Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench, Ahmedabad (hereinafter referred to as the '**Appellate Tribunal**')against Order-In-Appeal (OIA) number ST/10568/2014-DB. An order was passed by Appellate Tribunal bearing number M/13971/2014 dated August 27, 2014 directing the Appellant to deposit Rs. 10,00,000/- and allowing waiver of pre-deposit of the balance amounts involved. The Appellant **deposited the said sum of Rs. 10,00,000**/- towards the above amount.

ii. M/S J. B. EXPORT V/S ADDITIONAL COMMISSIONER, CENTRAL EXCISE, CUSTOMS & SERVICE TAX

A Show Cause Notice (SCN) number V/ST-15/D/ADC/12-13 dated October 31, 2012 was served to M/s J B Export (hereinafter referred to as the '**Appellant**') demanding

i. Service Tax of **Rs. 6,21,764**/- under Section 73 (1) read with Section 73 (2) of the Finance Act, 1994 (hereinafter referred to as the '**Act**') along with

ii. Demand of interest at appropriate rate, penalty of **Rs. 100/day or 1%** of such tax per month whichever is higher under Section 76 of the Act (provided the total amount of penalty payable shall not exceed 50% of the service tax payable.),

iii. Penalty of **Rs. 10,000**/- under Section 77 (1)(a) of the Act and

iv. Penalty of **Rs. 10,000**/- under Section 77(1)(b) of the Act.

An Additional Commissioner has passed an Order-in-Original (OIO) number 10/ADJ/ADC-PSK/D/14-15 dated April 24, 2014 demanding

i. Service tax amounting to **Rs. 6,21,764**/- under Section 73 (1) read with Section 73 (2) of the Finance Act, 1994 (hereinafter read as "the act") along with applicable interest under Section 75.

ii. Separate penalties are also imposed under Section 76, 77(1)(a) & 77 (1)(b) of the Act.

An appeal is filed by the Appellant under section 85 of the Act dated June 19, 2014 against the abovementioned order. The Commissioner of Appeals vide Order-In-Appeal bearing number SUR-EXCUS-001-APP-104/2014-15 dated September 8, 2014 has confirmed that the Appellant is not eligible for exemption under notification no. 41/2007-ST dated October 6, 2007 and 18/2009-ST dated July 7, 2009 as claimed. Since Appellant has not paid service tax a penalty is imposed by the Commissioner (Appeals) under Section 76 of the Act. It was further held that the penalty under Section 76 and 78 is not imposable after May 15, 2008. There is no specific or general allegation of any fraud, wilful statement or suppression of fact and hence the penalty under Section 78 of the Finance Act, 1994 is not imposable. The appeal stands rejected. An Appeal has been filed with the CESTAT and the matter is currently pending.

D. PROCEEDING UNDER CENTRAL SALES TAX ACT, 1956

i. **FOR AY 2010-11:** The Assistant Commissioner of Commercial Tax, Surat passed an Assessment Order under Section 32/34/35 of the Gujarat Value Added Tax Act, 2003 and under Section 9 of the Central Sales Tax, 1956. A demand notice is issued demanding tax of Rs. 28,26,674/-.

ii. **FOR AY 2007-08:** A notice was issued dated July 1, 2002 by Assistant Commissioner of Commercial Tax, Surat under Section 34 and Section 2 of the Central Sales Tax Act, 1956 and a sum of Rs. 14,315 is assessed to be payable.

E. INCOME TAX PROCEEDING

i. FOR AY 2015-16

Assistant Commissioner of Income Tax, Circle 1(1)(1), Surat (hereinafter referred to as the '**Assessing Authority**') issued a notice to Bindal Export Private Limited (hereinafter referred to as the '**Assessee Company**') dated April 26, 2016 under Section 143 (2) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') selecting the return of Income submitted by the Assessee Company dated November 1, 2015 for Computer Assisted Scrutiny Selection (CASS) and the Assessee Company was requested to appear before the Assessing Authority. The matter is currently pending.

ii. FOR AY 2014-15

Deputy Commissioner of Income Tax, Circle 1(1)(1), Surat (hereinafter referred to as the '**Assessing Authority**') issued a notice dated July 19, 2016 under Section 142 (1) read with Section 129 of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') to Bindal Export Private Limited (hereinafter referred to as the '**Assessee Company**') for a personal hearing to produce or cause to be produced such account/document or details as called for. The Assistant Commissioner of Income Tax Circle 1(1)(1), Surat issued a notice dated April 25, 2016 to the Assessee Company asking for further information and directing the Assessee Company to appear before the authority and to furnish documents and explanations as required. The matter is currently pending.

iii. FOR AY 2013-14

a. An intimation was issued by the Income Tax Department (Central Processing Center) dated April 18, 2015 bearing communication reference number CPC/1314/M5/13267007170 highlighting a tax credit mismatch and requesting Bindal Exports Private Limited (hereinafter referred to as the '**Assessee Company**') to check Form 26AS and file an online rectification. The TDS claim amounting to Rs. 37,956/- was deducted and correspondingly there was an unmatched tax payment claim of Rs. 3,00,000/- deposit dated September 14, 2012, Rs. 2,00,000/- deposit dated December 14, 2012 and Rs. 26,690/- deposit dated September 10, 2013. An application for rectification was made by the Company and the matter is currently pending.

b. Commissioner of Income Tax (Appeal) – 1, Surat issued a notice dated June 1, 2016 under Section 250 read with Section 143 (3) of the Income Tax Act, 1961 to M/s Bindal Exports Pvt. Ltd. (hereinafter referred to as the '**Assessee**') and was requested to appear or its authorised representative as defined under Section 288 of the Act. The matter is currently pending.

iv. FOR AY 2012-13

A return of Income was filed by M/s Bindal Exports Private Limited (hereinafter referred to as the '**Assessee Company**') declaring total income of Rs. 28,81,230/- dated August 31, 2012. A statutory notice under Section 143 (2) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**'). A notice under Section 142 (1) of the Act dated July 3, 2014 was issued calling for basic documents and details to facilitate preparation and issue of questionnaire. A notice under Section 129 dated August 22, 2014 was issued on account of change in incumbent assessing officer. A questionnaire vide notice under Section 142 (1) dated November 7, 2014 was subsequently issued calling for various details, documents and explanations. A subsequent notice under Section 129 dated November 17, 2014 was also issued on account of change of jurisdiction consequent to restructuring of Circle – I, Surat. The Assistant Commissioner of Income Tax, Circle 1(1) (1), Surat (hereinafter referred to as the '**Assessing Authority**') passed an order under Section 143 (3) of the Act disallowing an amount of Rs. **2,50,000**/- and recalculation of tax and interest accordingly. Give credit for prepaid taxes. The Disallowance was on account of unexplained cash credit as the cash of Rs. 2,50,000/- is deposited in the bank account and not reflected in cash book. After adjustment of credits and accumulation of taxes the net amount payable by the Assessee Company amounts to Rs. **1,22,000**/-. A notice dated March 31, 2015 was issued under Section 274 read

with Section 271 (1) (c) of the Act asking Assessee Company to appear before the Assessing Authority for final opportunity of being heard and reason to not pass penalty as per proceeding initiated vide the abovementioned Assessment order. The Assessee Company has replied vide letter dated April 4, 2015 informing the Assessing Authority that an Appeal is preferred against the impugned order before the Ahmedabad bench of the Tribunal and requesting the Assessing Authority to keep the penalty proceeding in abeyance of final disposal of said Appeal. The matter is currently pending.

v. FOR AY 2011-12

Income Tax Department has issued notice under Section 143 (1) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') dated January 23, 2012. A demand of **Rs. 2,070**/- was determined to be payable by the Assessee Company.

vi. FOR AY 2009-10

Income Tax Department has issued notice under Section 143 (1) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') dated October 13, 2010. A demand of **Rs. 10,350**/- was determined to be payable by the Assessee Company. The Company has submitted an application for rectification dated November 25, 2010 was made under Section 154 of the Act with reference number CPC/0910/16/1004206062. The matter is currently pending.

F. INJUNCTION ORDER OF RECOVERY

i. The Deputy Commercial Tax Commissioner passed an Injunction order for recovery for AY 2006-07 order dated January 12, 2011 bearing Ja No. 822/23. The Injunction order is granted till June 3, 2014. An appeal was filed against the Order. The matter is currently pending.

ii. The Deputy Commercial Tax Commissioner passed an Injunction order for recovery for AY 2006-07 order dated January 12, 2011 bearing Ja No. 3306/07. The Injunction order is granted till March 31, 2013. An appeal was filed against the Order. The matter is currently pending.

Proceedings against Our Company for economic offence/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notice against our Company

Nil

Past Notice to our Company

Nil

Disciplinary Action taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material fraud against the Company in last five years and action taken by the Companies.

Nil

LITIGATION FILED BY OUR COMPANY

Criminal Litigation

A. M/S J. B. EXPORT V. SHRI MATBAR SINH PAWAR

A complaint is filed by M/s J. B. Export (hereinafter referred to as the '**Complainant**') dated May 5, 2006 with the Police Commissioner, Surat against Shri Matbar Singh Pawar (hereinafter referred to as the '**Defendant**'), cashier of the Complainant Company. There was misappropriation of Company cash of **Rs. 5,00,000**/- by the defendant for his personal use and the same is confessed by the Defendant. A Complaint is made for investigation in the matter and register the offence.

B. BINDAL EXPORT PRIVATE LIMITED V. A.P. SINGH AND KARTA OF SIMRAN ENTERPRISE (H.U.F.)

Bindal Export Private Limited (hereinafter referred to as the '**Complainant**') filed a complaint under Section 138 of the Negotiable Instrument Act, 1881 (hereinafter referred to as the '**Act**') before the Court of Senior Civil Judge and Judicial Magistrate First Class at Surat against Mr. A. P. Singh (hereinafter referred to as the '**Defendant**'). M/s Bindal Export Private Limited Defendant is doing the work of Trading for Bed-shit, Towel, Cousin cover, cloths curtain etc and receiving the goods from the complainant doing a business as the Distributor of the complainant. He is the Commission Agent of the Complainant. There were certain business transactions entered into between the accused and the respondent. There were outstanding dues of Rs. 10,48,413/- of the Complainant and two cheques totalling Rs. 1,00,000/- were issued against the outstanding dues. Both the cheques bounced. Therefore a complaint was made under Section 138 of the Act. The matter is currently pending.

Civil Proceedings

M/S BINDAL EXPORTS PRIVATE LIMITED V. APPROVAL COMMITTEE FOR SURAT APPAREL PARK – SPECIAL ECONOMIC ZONE

Our Company filed a proposal for setting of unit in Approval Park, Surat vide application dated August 19, 2006. The proposal was rejected by the Approval Committee in its meeting held on October 14, 2008 and December 30, 2008 and conveyed by Joint Development Commissioner's Order/Letter F. No. SAPSEZ/II/01/2008-09/774 dated January 15, 2009. An appeal has been filed before the Board of Approval (SEZ), Deputy Secretary, Ministry of Commerce and Industry, New Delhi. The matter is currently pending.

Taxation Matters

A. PROCEEDING UNDER CENTRAL EXCISE ACT, 1944

i. M/S J B EXPORTS V/S THE COMMISSIONER OF CENTRAL EXCISE & CUSTOMS, SURAT- I

M/s J B Exports (hereinafter read as the '**Appellant**') had purchased grey fabrics and availed credit on the strength of various invoices. The said grey fabrics were cleared to M/s Bindal Silk Mills Private Limited (one of the Group Companies) on payment of duty and the resultant processed fabrics were exported on payment of duty under the claim of rebate. After exportation of goods, Appellants filed rebate claims which were not sanctioned and were pending before appropriate authority. A verification was conducted by the department and it was held that no units like M/s Sanjana Textiles and M/s Ekta Textiles are under existence. The Department issued a Show Cause Notice No. V(Ch-54)3-11/DEM/2005 dated February 14, 2006 proposing to deny the Cenvat credit totally amounting to Rs. 11,02,499/-on failure to comply with the provisions of Rule 7 (2) of the Cenvat Credit Rules, 2002. A reply was filed by the appellant dated November 23, 2006.

An Order-In-Original (OIO) no. 32/ADJ/JC-VKS/OA/06-07 dated February 12, 2007 was passed by the Joint Commissioner of Central Excise, Surat-I. as follows:

i. A demand amounting to **Rs. 11,02,499**/- under Rule 12 of the Cenvat Credit Rules, 2002 (now Rule 14 under Cenvat Credit Rules, 2004) read with Section 11A(1) of the Central Excise Act, 1944 has been confirmed as duty recoverable on account of wrong CENVAT Credit against invoices allegedly issued by non-existent units

ii. A penalty amounting to **Rs. 11,02,499**/- equal to duty under Rule 15 (2) of the CENVAT Credit Rules, 2004 read with Section 11 AC of the Central Excise Act, 1944 is imposed.

iii. Interest for recovery of interest under Rule 14 of the Cenvat Credit Rules, 2004 read with Section 11 AB of the Central Excise Act, 1944

The Appellant then filed an appeal before the Commissioner (Appeals), Central Excise & Customs, Surat – I and the Order-In-Appeal (OIA) number RKA/107/SRT-I/2010 dated February 16, 2010 (hereinafter referred to as the '**Impugned Order**') was passed rejecting the application for appeal as the subject invoices issued by the Appellant were fictitious and non-existent. The only relief granted to the appellant is to pay penalty @ 25% of Rs. 11,02,499/- provided reduced penalty along with duty and interest is paid within 30 days of receipt of this Order-In-Appeal. An appeal and a stay application is filed against the impugned order with the Customs Excise & Service Tax Appellate Tribunal, West Zonal Bench, Ahmedabad (hereinafter referred to as the '**Appellate Tribunal**') under Section 35B of the Central Excise Act, 1944. A stay application under Section 35F of the Central Excise Act, 1944 and Rule 28A of the CESTAT (Procedure) Rules, 1982 was also filed with the Appellate Tribunal. The Appellate Tribunal vide order no. A/376/WZB/AHD/2011, S/134/WZB/AHD/2011 and M/558/WZB/AHD/2011 remanded the matter back to the adjudication authority. The matter is currently pending.

ii. M/S BINDAL EXPORT PRIVATE LIMITED, M/S BINDAL SILK MILLS PRIVATE LIMITED, SHRI MAHENDRA KUMAR SANCHETI (DIRECTOR) AND 11 OTHERS V/S ADDITIONAL COMMISSIONER, CENTRAL EXCISE

A Show Cause Notice dated March 31, 2010 bearing SCN No. DGCEI/AZU/36-167/2009-10 was issued to 13 persons including M/s Bindal Export Private Limited (hereinafter read as the '**Appellant**'). The Additional Commissioner, Central Excise passed an Order-in-Original bearing number 09/ADJ/ADC-BA/OA/2011-12 dated May 19, 2011 and F. No. V(Ch-54)15-06/OA/ADC/10-11, confirming demand and recovery of CENVAT credit of Rs. 16,86,812/- under Rule 14 of the CENVAT Credit Rules 2004 (hereinafter read as the '**Rules**') read with proviso to Section 11A(1) of the Central Excise Act, 1944 (hereinafter read as the '**Act**'). An equivalent penalty of Rs. 16,86,812/- was imposed under the provisions of Rule 15 (2) of the rules read with Rule 25 of the Central Excise Rules, 2004. A rebate amounting to Rs. 6,80,692/- is held as an erroneous rebate (refund) under Section 11 A (2) of the Act. Rebate claim amounting to Rs. 10,06,120/- are rejected and are pending with jurisdictional authority. A penalty of Rs. 16,86,812/- was imposed under Section 11 AC of the Act. Further, a penalty of Rs. 5,00,000/- is imposed under the provisions of Rule 15 of the rules and Rule 26 of the Central Excise Rules, 2002. The Stay Application of the Appellants was heard on September 5, 2011 and a stay from recovery was granted on the ground that there is double demand in credit disallowance, recovery order and rebate claim disallowance. The Appellant and Shri Mahendra Sancheti (hereinafter read as the '**Director**') filed an appeal bearing no. RKA/315-316/SRT-1/2011 dated October 25, 2011 and F No. V-2(54)/163-164/SRT-I/DIV-II/2011 against the impugned order. The Appeal of the appellant was partially allowed. The Order-in-Appeal passed by the Commissioner (Appeals) is as follows:

1. A demand for recovery of CENVAT Credit amounting to **Rs. 2,93,684**/- under Rule 14 of the Cenvat Credit Rules, 2004 read with proviso to Section 11A (1) of the act.

2. A penalty of **Rs. 2,93,684**/- is imposed under Rule 15 of the rules read with Rule 25 of Central Excise Rules, 2002 and Section 11 AC of the act. An option of payment @ 25% availed by giving letter to jurisdictional Deputy/Assistant Commissioner for adjustment of interest of Rs. 1,42,323/- and reduced penalty of **Rs. 73,421** (25% of 2,93,684) from admissible balance rebate of Rs. 7,80,845/-

3. Demand and recovery of interest of **Rs. 1,42,323**/- under Rule 14 of the Rules read with Section 11 AB of the act.

4. Proposal to recover rebate of Rs. **6,80,692**/- is dropped.

5. Rebate claims of **Rs. 10,06,120**/- found in order and admissible. An amount of Rs. 2,25,275/- being wrong credit and confirmed is adjusted against amount and balance **Rs. 7,80,845**/- is available for payment.

6. No rebate is allowed, penalty imposed in Order-in-Original amounting to Rs. 5,00,000/- is dropped.

The penalty imposed is still outstanding and the Appellant is yet to pay the same.

iii. M/S BINDAL EXPORTS PRIVATE LIMITED V/S DEPUTY COMMISSIONER, CENTRAL EXCISE (REBATE), RAIGAD

An Order-In-Original number 2479/11-12/DC(Rebate)/Raigad dated March 15, 2012 was passed rejecting the **rebate claims** of **Rs.93,18,746**/-. An appeal is filed by M/s Bindal Exports Private Limited (hereinafter read as the '**Appellant**') and an Order-In-Appeal number BC/453/RGD(R)/2012-13 dated December 6, 2012 was passed by Commissioner (Appeals) against OIO. Subsequent to the OIA, the appellants were issued a deficiency memo cum Show Cause Notice cum call for personal hearing bearing F. No. V/15/Rebate/J.B.Export/Rgd/05 dated Febraury 9, 2012 under Section 11A of Central Excise Act, 1944 for communicating deficiencies in the claims. An appeal was filed to CESTAT Mumbai and order was passed vide OIA No. BC/453/RGD/(R) 2012-13 dated December 15, 2012. The Appellant has filed a revision application to the Secretary, Ministry of Finance, Department of Revenue, Delhi for claiming Rebate. The matter is currently pending.

B. M/S BINDAL EXPORTS PRIVATE LIMITED V/S COMMISSIONER OF CENTRAL EXCISE, CUSTOMS & SERVICE TAX, SURAT - I

The Show Cause Notices (SCN) No. V (Ch.54) 18-152, 143, 150, 151, 145, 89, 87,84,80/08-09/R were issued dated December 27, 2013 proposing to reject the rebate claims of the Company. The following Orders-In-Original (OIO) were passed by the Additional Commissioner Central Excise, Customs and Service Tax, Surat – I rejecting the rebate claims of M/s Bindal Exports Private Limited (hereinafter referred to as the '**Appellant**') for total amount of **Rs. 39,41,724**/-under Rule 18 of the Central Excise Rules, 2002 read with Section 11B of the Central Excise Act, 1944:

i. OIO No. SRT-I/DIV-II/311-319/14-15Reb dated October 13, 2014 rejecting claim of Rs. 6,30,622/-

ii. OIO No. SRT-I/DIV-II/320-341/14-15Reb dated October 13, 2014 rejecting claim of Rs.26,79,125/-

iii. OIO No. SRT-I/DIV-II/342-346/14-15Reb dated October 13, 2014 rejecting claim of Rs. 6,31,977/-

An appeal was filed with the Commissioner of Appeal, Surat – I (hereinafter referred to as the '**Appellate Authority**'). The Appellate Authority has passed an Order-In-Appeal (OIA) number CCESA-VAD(APP-II) SSP-20 to 22/2015-16 (Final Order) dated July 28, 2016 under Section 85 of the Finance Act, 1944 (hereinafter read as the '**Act**') rejecting above 3 appeals, denies the sanction of rebate claims thereby confirming the Order-In-Originals. The order considers three appeals filed by the Appellant against Orders-In-Original (OIO) number SRT-1/Div-II/311 to 319/14-15/Reb dated September 16, 2014, SRT-1/Div-II/320 to 341/14-15/Reb. dated October 13,

2004 passed by the Assistant Commissioner of Central Excise, Customs & Service Tax, Division – II, Surat. A revision application is also filed with the Joint Secretary, Government of India, Ministry of Finance dated October 28, 2015 against the abovementioned OIA. The matter is currently pending.

C. M/S J. B. EXPORTS V. THE MARITIME COMMISSIONER CENTRAL EXCISE, MUMBAI – I, [BAJAJ AUTO CASE]

There was scrutiny of the rebate claims and it was observed by the department that that rear engine Auto Rickshaw in SKD condition (4 stroke) falling under Chapter 87.03 of the Central Excise Tariff, have been manufactured and cleared on payment of duty from M/s Bajaj Auto Limited. The goods were claimed to be removed from export under ARE-1 issued by M/s J. B. Export (hereinafter referred to as the '**Applicant**') under claim for rebate. The Deputy Commissioner (Rebate), Central Excise, Mumbai – I (hereinafter referred to as the '**Original Authority**') rejected the rebate claim of Rs. 3,01,190/- vide Order-In-Original (OIO) number 358/2005 dated March 23, 2005. An Appeal was filed against the OIO. An Order-In-Appeal (OIA) number BR/2931/M-I/05 dated October 10, 2005 was passed by the Maritime Commissioner of Central Excise (Appeals) Mumbai (hereinafter referred to as the '**Respondent**') rejecting the Appeal. A revision application bearing number 309/2006 was filed before Ministry of Finance, Department of revenue by the Applicant and the Ministry set aside the impugned Order-In-Appeal. The matter was remanded to the Original Authority to verify compliance with mandatory conditions like export of subject goods and their duty paid and further scrutinise the rebate claims. Vide notice number F. No. V(15)/Reb/Ch-87/2004/1163 dated August 9, 2011 a deficiency memo-cum-show cause notice was issued. for rebate claims of **Rs. 3,01,190**/-. The Applicant replied to the same on August 18, 2004.. Applicant vide letter dated December 17, 2015 submitted the duty payment certificate obtained through RTI Application from C.P.I.O., Central Excise and Customs, Aurangabad and requested to sanction the rebate claim along with interest. The Maritime Commissioner, Central Excise, Mumbai – I passed an OOI number 2515/MTC/R/2015-16 dated March 16, 2016 rejecting the rebate claims amounting to Rs. 3,01,190/- under Rule 18 of the Central Excise Rules, 2002 read with Section 11B of Central Excise Act, 1944. An Appeal dated May 5, 2016 was filed to the Commissioner (Appeals), Central Excise & Customs, Mumbai against the above OIO. The matter is currently pending.

D. M/S J. B. EXPORTS V. COMMISSIONER OF CENTRAL EXCISE, MUMBAI - I

M/s J. B. Exports (hereinafter referred to as the '**Appellant**') exported the processed dyed or printed fabrics falling under Chapter 54 on payment of duty under Rule 18 of the Central Excise Rules, 2002 and consequently claimed rebate under Notification No. 19/2004-CE (NT) dated September 6, 2014. The Assistant Commissioner (Rebate), Central Excise, Mumbai – I (hereinafter referred to as the '**Rebate Sanctioning Authority**')after scrutiny issued Deficiency Memo cum Show Cause Notice (SCN) cum call for personal hearing vide F. No. V(15)/Reb/27/05/2332 & 2333 dated April 25, 2005 and V (15)/Reb/Ch-54/2005/3770 dated September 6, 2005. The Rebate Sanctioning Authority vide Order-In-Original (OIO) number 187/R/06 dated March 20, 2006 rejected rebate claims of the Appellant amounting to Rs. 16,81,729/- and Rs. 35,95,567/- totalling to **Rs. 52,77,296/-** against goods exported. Being aggrieved by the impugned OIO, an Appeal was filed with Commissioner (Appeals) under Section 35 of the Central Excise Act, 1944 against order dated November 11, 2014 for rebate claim to be paid on Central Excise Duty as under Rule 18 of the Central Excise Rules, 2002. The Assistant Commissioner (Appeals) upheld the OIO vide Order-In-Appeal (OIA) No. VSK/7/M-I/2010 dated January 14, 2010. Being aggrieved by the said OIA, the Appellant filed a Revision Application to the Joint Secretary to Government of India on February 23, 2010. The contempt of orders was clear and evident from Order No. 1416-1417/2011 dated October 21, 2011 passed by the Joint Secretary. Thus aggrieved by the Order-in-Appeal, two revision applications were filed by the applicant. The Government therefore vide order no. 1416-1417/2011-CX dated October 20, 2011 demands to re-examine the whole case. The impugned orders are set-aside and both the cases are remanded back to original authority for adjudicating afresh in accordance with law.

Revision application was thus disposed off. The Appellant attended a personal hearing in the matter post disposal of the revision application.

E. M/S J B EXPORTS & ORS V. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, SURAT – I

M/s J.B. Exports Private Limited (hereinafter referred to as the '**Appellant**') availed CENVAT credit on the basis of fake invoices of many parties Rs. 1,26,19,447/-. Appeals were filed before the Customs Excise and Service Tax Appellate Tribunal, West Zonal Bench, Ahmedabad (hereinafter referred to as the '**Appellate Tribunal**') bearing numbers:

i. E/563-565/10 arising out of OIO no. 30/Dem/2009 dated November 30, 2009:

A show cause notice bearing number V(Ch.54)3-02/DEM/2008 dated December 4, 2008was issued to the Appellant and Directors –Ravindra Arya and Mahendra Sacheti

a. Recovery of wrongly availed CENVAT Credit of Rs. 1,26,60,585/- with appropriation of already reversed amount of Rs. 5,97,248/- dated March 31, 2005.

b. Recover interest at an appropriate rate under Rule 14 of the CENVAT Credit Rules, 2004 read with Section 11-AB of Central Excise Act, 1944

c. Penalty of RS. 1,26,60,585/- imposed under Rule 15 (2) of the CENVAT Credit Rules 2004 read with Section 11-AC of Central Excise Act, 1944.

The matters were disposed off by a common order as the issues were identical. Demand stood confirmed against the Appellants on the allegations and findings of availing of non-admissible MODVAT credit on the ground that it was availed on the strength of fake and fictitious invoices which were issued by non-existent buyers in the case of the Appellant , Shri Ravindrakumar Arya and Shri Mahendra Kumar Sancheti the applications were for modification of earlier stay order vide which the applicants had been directed to pre-deposit 20% of the confirmed demand as a condition of having heard their appeals. The CESTAT (hereinafter referred to as the '**Appellate Tribunal**') vide order no. A/336-346/WZB/ AHD /2011, S/91-99/WZB/AHD/2011 and M/446-447/WZB/AHD/2011 dated February 21, 2011 remanded back the matter for adjudication. The matter is currently pending.

F. M/S J B EXPORTS V. ASSISTANT COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, DIVISION – II, SURAT – I

1. Maritime Commissioner issued Show Cause Notice (SCN) No. V (Ch.54)18-41/06-07/R dated January 20, 2011 in respect of the rebate claim filed by M/s J. B. Exports (hereinafter referred to as the '**Appellant**') on November 30, 2004h..There were certain Deficiency Memos issued dated April 12, 2004 and July 26, 2004 and few were resolved by the Appellant. The rebate claim for processed fabrics was rejected. An Order-In-Original (OIO) No. SRT-I/DIV-II/216/11-12/Reb dated June 29, 2011 was passed by the Assistant Commissioner of Central Excise & Customs, Division – II, Surat – I (hereinafter referred to as the '**Respondent**'). The following order was passed:

   i. The rebate claim amounting to **Rs. 4,92,942**/- of the Appellant was rejected under Rule 18 of the Central Excise Rules, 2002 read with Section 11B of the Central Excise Act, 1944 (hereinafter referred to as the '**Act**')

   ii. A penalty of **Rs. 15,000**/- is imposed under Rule 27 of the Central Excise Rules, 2002

   An appeal along with stay application under Section 35F of the Act and Rule 28A of the CESTAT (Procedure) Rules, 1982 was filed by Appellant against the OIO passed by Respondent for personal hearing in the matter and waiver of pre-deposit of penalty. The matter is currently pending.

2. M/s J. B. Exports (hereinafter referred to as the '**Appellant**') filed a rebate claim for Rs. 1,85,785/- under Rule 18 of the Central Excise Rules, 2002 read with notification no. 19/2004-CE dated September 6, 2004 against export of processed fabrics vide ARE-1 and Shipping Bills. By issue of SCN no. V(Ch.54) 18-242/07-08/R dated April 29, 2011 the Appellant was called upon to show cause as to why the rebate claim of **Rs. 1,85,785**/- should not be rejected. A reply was submitted by the Appellant dated June 10, 2011. The Assistant Commissioner of Central Excise & Customs, Surat - I vide OIO SRT-I/DIV-II/201/11-12/Reb dated June 29, 2011 rejected the rebate claim of the Appellant. The following order was passed:

   i. The rebate claim amounting to **Rs. 1,85,785**/- of the Appellant were rejected under Rule 18 of the Central Excise Rules, 2002 read with Section 11B of the Central Excise Act, 1944 (hereinafter referred to as the '**Act**')

   ii. A penalty of **Rs. 5,000**/- was imposed under Rule 27 of the Central Excise Rules, 2002

   An Appeal along with stay application has been filed under Section 35F of the Act and Rule 28A of the CESTAT (Procedure) Rules, 1982 for personal hearing in the matter and waiver of pre-deposit of penalty and order for staying recovery of penalty. The matter is currently pending.

3. M/s J. B. Exports (hereinafter referred to as the **'Appellant**') filed a rebate claim for Rs. 71,025/- under Rule 18 of the Central Excise Rules, 2002 (hereinafter referred to as the '**Rules**') read with notification number 19/2004-CE dated September 6, 2004 against export of processed fabrics. A Show Cause Notice (SCN) number V (Ch.54) 18-128/07-08/R dated April 29, 2011 was issued to the Appellant to show cause grounds for non-rejection of rebate claims. The Appellant filed a detail submission vide letter dated June 10, 2011.The Assistant Commissioner of Central Excise Div-II, Surat passed Order-In-Original (OIO) No. SRT-I/Div.II/215/11-12/Reb dated June 29, 2011 rejecting the rebate claim as follows:

   i. **Rs. 71,025**/- under Rule 18 of Central Excise Rule 2002 read with Section 11B of Central Excise Act, 1944

   ii. A penalty of **Rs. 5,000**/- was imposed on the Claimant for contravention the provisions of Rule 18 of Central Excise Rules, 2002 read with Section 11B of the Central Excise Act, 1944 stating that as the rebate was filed fraudulently.

   An appeal along with stay application has been filed against OIO before the Commissioner (Appeal). A stay application under Section 35F of the Central Excise Act, 1944 and Rule 28A of the CESTAT (Procedure) Rules, 1982 for granting personal hearing for the present stay application, waiver of pre-deposit of penalty, recovery of penalty and other reliefs. The matter is currently pending.

4. The office of Superintendent of Central Excise, Surat – I issued a letter dated June 28, 2010 in respect of rebate claim of Rs. 16,316/- requesting the Company ("Appellant") to clarify queries raised. A show cause notice dated F. No. V(Ch. 54)18-119/R-08-09 dated January 20, 2011 was issued to the Appellant to show cause as to why rebate claim shall not be rejected. The Appellant submitted the reply to the SCN vide letter dated March 17, 2011. The Assistant Commissioner of Central Excise Div-II, Surat passed Order-In-Original (OIO) No. SRT-I/Div.II/186/11-12/Reb dated June 29, 2011 rejecting the rebate claim and to pay as follows:

   iii. **Rs. 16,316**/- under Rule 18 of Central Excise Rule 2002 read with Section 11B of Central Excise Act, 1944

   iv. A penalty of **Rs. 5,000**/- was imposed on the Claimant for contravention the provisions of Rule 18 of Central Excise Rules, 2002 read with Section 11B of the Central Excise Act, 1944 as the rebate was filed fraudulently.

   An appeal along with stay application has been filed before OIO before the Commissioner (Appeal) under Section 35F of the Central Excise Act, 1944 and Rule 28A of the CESTAT

(Procedure) Rules, 1982 for granting personal hearing for the present stay application, waiver of pre-deposit of penalty, recovery of penalty and other reliefs. The matter is currently pending.

G. PROCEEDING UNDER CUSTOMS ACT

i. BINDAL EXPORTS PRIVATE LIMITED& OTHERS V. ADDITIONAL COMMISSIONER CENTRAL EXCISE, CUSTOMS AND SERVICE TAX, SURAT - I

M/s Bindal Exports Private Limited (hereinafter referred to as the '**Appellant**') had availed credit of Rs. 18,58,016/- on the basis of invoices issued by M/s Iqra Tex, Surat. Pursuant to investigation Department of Customs issued a Show Cause Notice (SCN) no. V(Ch.54)15/OA/ADC/2012-13 dated November 5, 2012 demanding CENVAT Credit of Rs. 46,03,350/-. The appellants contested the SCN vide reply dated December 2, 2014. The Joint Commissioner has issued a Show Cause Notice F. No. V (Ch.54)3-03/D/JC/2013-14 dated May 2, 2013 to M/s Bindal Export Pvt. Ltd. and Shri Ravindra Kumar Arya. A reply for it was submitted by the Appellant dated December 2, 2014. The Additional Commissioner, Customs, Central Excise and Service Tax, Surat passed an Order-in-Original (OIO) no. 84/ADJ/ADC-MKM/D/2015-16 dated October 29, 2015 as follows:

1. A demand of CENVAT Credit amounting to **Rs. 18,58,016**/- wrongly availed is ordered to recover the same from them under Rule 14 of the CENVAT Credit Rules, 2004 read with proviso to Section 11 A(10) of the Central Excise Act, 1944.
2. Order for recovery of interest at appropriate rate on the amount of **Rs.** 18,58,016/- under Rule 14 of the Cenvat Credit Rules 2004 read with Section 11AA of the Central Excise Act, 1944.
3. A penalty of **Rs. 18,58,016**/- under Rule 15 (2) of the CENVAT Credit Rules, 2004 read with Section 11 AC of Central Excise Act, 1944.

An Appeal was filed against the above OIO and the company has paid an amount of **Rs. 1,40,000**/- in Form GAR 7 dated February 25, 2016. The matter is currently pending.

ii. PROCEEDING UNDER CUSTOMS ACT, 1962

The Additional Director, Customs and Excise issued a Show Cause Notice (SCN) bearing F. No. DRI/MZU/C/Inv-33(Bindal)/2010-2011/11389 dated July 10, 2012 to Bindal Export Private Limited (hereinafter read as '**Assessee Company**') and Shri Mahendra Sancheti (Director of the Company), under Customs Act, 1962 (hereinafter read as the '**Act**') for evasion of customs duty amounting to Rs. 21.63 lakhs by wrong declaration of value of 'Crystal Knit Fabrics, ITY knit fabrics and TR viscose fabrics' by Assessee Company. A reply dated May 17, 2013 to same was submitted by the Assessee Company. Later, summons dated March 19, 2012 were issued to Assessee Company, however, no one appeared on behalf of the Company. Subsequently, on his investigations, the Additional Director declared the following:

1. Assessable value of **Rs. 80,45,505**/- of the consignment imported vide 14 bills of entry at which duty is levied at the time of import should be accepted.
2. The value of 10 consignments (out of the 14 mentioned above) should be re-determined at Rs. 1,36,84,749/- under Section 14 of the act read with Rule 3 (1) of the Customs Valuation Rules, 1988/2007.
3. The value of remaining 4 consignment to be re-determined at Rs. 62,07,292/- under Section 14 of the act read with Rules 4 of the Custom Valuation Rules, 2007.
4. The goods imported vide 14 bills of entry having total re-ascertained value of Rs. 1,98,92,041/- should be confiscated under Section 111(d) and 111(m) of the Customs Act, 1962.

5. Differential duty amounting to Rs. **21,80,896**/- should be recovered under Section 28 of the act.
6. Interest on differential duty should be recovered under the provisions of Section 28AA of the act.
7. Penalty under Section 112 (A) and/or 114A should be imposed.
8. Penalty under Section 114AA of the Customs Act, 1962 should be imposed upon Company.
9. Rs. 13 lakhs deposited during the course of investigation should be appropriated towards Government dues.

Thus Assessee Company was served show cause notice (SCN) F. No. DRI/MZU/C/Inv-33 (Bindal) 2010-2011/11389 dated July 10, 2012 to show cause reasons of denial for imposing the above penalties and re-determination of values. The representatives of Assessee Company attended the personal hearing dated April 23, 2012, April 27, 2012 and June 27, 2012 and also deposited an amount of Rs. 13,00,000/- as demanded by the Assessing Authority. The Matter is currently pending.

H. PROCEEDING UNDER CENTRAL EXCISE ACT, 1944

1. The Assistant Commissioner, Central Excise, Surat issued the Show Cause Notices bearing F. No. as follows:
   i. V(Ch.54)18-14/08-09/R dated October 25, 2013 with rebate claim of Rs. 1,47,552/-,
   ii. V(Ch.54)18-26/08-09/R dated October 25, 2013 with rebate claim of Rs. 2,05,212/-,
   iii. V(Ch.54)18-29/08-09/R dated October 25, 2013 with rebate claim of Rs. 1,18,345/-
   iv. V(Ch.54)18-28/08-09/R dated October 25, 2013 with rebate claim of Rs. 1,94,807/-
   v. V(Ch.54)18-34/08-09/R dated October 23, 2013 with rebate claim of Rs. 2,05,461/-
   vi. V(Ch.54)18-32/08-09/R dated October 25, 2013 with rebate claim of Rs. 40,325/-,
   vii. V(Ch.54)18-31/08-09/R dated October 25, 2013 with rebate claim of Rs. 1,01,088/-

   to M/s J B Exports (hereinafter read as "**Claimant**") to justify these rebate claims against ARE-1s under Rule 18 of the Central Excise Rules, 2002 read with Section 11 B of the Central Excise Act, 1944. After his investigation and findings, the Assistant Commissioner, Central Excise, Surat has passed an Orders-In-Original no. SRT-I/Div-II/299 to 301/2015-16/Reb dated August 3, 2015, SRT-I/Div-II/298/2015-16 dated 03/08/2015 SRT-I/Div-II/297/2015-16/Reb dated August 3, 2015 and SRT-I/Div-II/296/2015-16/Reb dated July 31, 2015,SRT-I/Div-II/295/2015-16/Reb dated July 31, 2015, SRT-I/Div-II/294/2015-16/Reb dated July 31, 2015, SRT-I/Div-II/293/2015-16/Reb dated July 31, 2015that the claimant are showing bogus purchases of duty paid Polyester Fabrics without actual receipt and consumption of Polyester Grey Fabrics and has availed CENVAT Credit on such bogus invoices and subsequently shown as utilized exported goods. Thus, the CENVAT credit on such Grey Fabrics is evidently not admissible and the rebate claims of **Rs. 1,47,552/-, Rs. 2,05,212/-, Rs. 1,94,807**/-, **Rs. 2,05,461**/-, **Rs. 1,18,345/-, Rs. 1,01,088/-** and **Rs. 40,325**/- are rejected under Rule 18 of Central Excise Rules, 2002 read with provisions of Section 11B of the Central Excise Act, 1944. An appeal is filed against the above OIOs. The matter in appeal is currently pending.

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

RAVINDRA KUMAR ARYA IS PROMOTER AND MANAGING DIRECTOR OF THE BINDAL EXPORTS LIMITED. THE PROCEEDINGS AGAINST HIM ARE MENTIONED UNDER HEADING LITIGATIONS INVOLVING PROMOTERS OF OUR COMPANY.

Litigation against our Directors

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATION BY DIRECTORS OF OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING PROMOTER OF OUR COMPANY

Outstanding Litigation against our Promoters

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

A. PROCEEDING FOR AY 2013-14 OF RAVINDRAKUMAR KANHAIYALAL ARYA (DIRECTOR AND PROMOTER OF BINDAL EXPORTS LIMITED)

Assistant Commissioner of Income Tax, Circle – 1(1)(2), Surat (hereinafter referred to as the 'Assessing Authority') issued a notice to Ravindrakumar Kanhaiyalal Arya (hereinafter referred to as the 'Assessee') dated July 21, 2015 under Section 142 (1) of the Income Tax Act, 1961 (hereinafter referred to as the 'Act'). The Assessee was required to furnish further information in connection to his return of income submitted for AY 2013-14 on or before August 7, 2015.

Another notice under Section 274 read with Section 271 (1)(c) of the Act dated June 30, 2016 was issued by the Deputy Commissioner of Income Tax, Circle – 1 (1)(2) (hereinafter referred to as the 'Officer'), Surat along with Assessment Order requesting the Assessee to appear before the Officer within 15 days of receipt of this Notice. However, the Assessee failed to appear before the Officer. Subsequently another notice under Section 271 (1)(c) of the Act was issued by the Officer dated June 16, 2016 requesting the Assessee to file written submission on or before September 1, 2016. The Assessee submitted a reply to the notice of the Assessing Authority issued under Section 271 (1)(c) of the Act dated June 24, 2016. The matter is pending.

B. MR. RAVINDRA KUMAR ARYA V. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, SURAT – I

The matter is referred to under '**Litigation filed by Our Company**' - Taxation matters – **Point K**. A Penalty of Rs. 10,00,000/- is imposed upon Shri Ravindra Arya under Rule 15 (1) of the CENVAT Credit Rules, 2004.

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

A. RAVINDRAKUMAR ARYA V. ADDITIONAL COMMISSIONER CENTRAL EXCISE, CUSTOMS AND SERVICE TAX, SURAT - I

An Order-in-Original no. 84/ADJ/ADC-MKM/D/2015-16 dated October 29, 2015 is passed by Additional Commissioner, Customs, Central Excise and Service Tax, Surat imposing a penalty of Rs. 18,58,016/- on the Director under Rule 15 (1) of CENVAT Credit Rules, 2004 read with Rule 26 of Central Excise Rules, 2002. For details of the matter please refer to '**Litigation filed against our company**' – Taxation Matters Point **L (i).**

B. RAVINDRA KANHAIYALAL ARYA & OTHERS V. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, DAMAN

The matter is referred in detail in this Chapter under the head '**Litigation against our group company**' – Taxation matters in **Point N**. The following penalties were imposed on Shri Ravindra Kanhaiyalal Arya Director of the Assessee Company:

1. Penalty of Rs. 15,00,000/- was imposed under Rule 112 (a) and 112 (b) of Customs Act, 1962 and read with Rule 26 of Central Excise Rules, 2002.
2. Penalty of Rs. 10,00,000/- was imposed under Rule 112 of the Customs Act, 1962.
3. A penalty of Rs. 25,00,000/- was imposed under Rule 26 of Central Excise Rules, 2002.

C. RAVINDRA ARYA V. COMMISSIONER OF CENTRAL EXCISE, CUSTOMS & SERVICE TAX, SURAT – I.

The Commissioner Central Excise, Customs & Service Tax, Surat – I passed an Order-In-Original bearing number SUR-EXCUS-001-COM-092-13-14 dated January 31, 2014. A penalty of Rs. **50,000**/- was imposed on the Appellant (then partner of J. B. Exports). An Appeal is filed before Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench, Ahmedabad along with Stay application (under Section 35F of the Central Excise Act, 1944 and Rule 28A of the CESTAT (Procedure) Rules, 1982) number M/13950-13951/2014 dated August 19, 2014 is passed against the impugned order. An amount of **Rs. 5,000/- was paid as pre-deposit** in compliance with captioned stay order against the OIO. The matter is currently pending. Certain Papers pertaining to litigation are not available with Company **any additional penalty or fine imposed in this matter may materially affect our Business.**

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

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

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

Litigation by Our Promoters

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR GROUP COMPANIES

Outstanding Litigation against our Group Companies

Nil

Criminal Litigation

Nil

Civil Proceedings

A. PROCEEDING WITH LABOUR COMMISSIONER/COURT

i) The Office of Deputy Commissioner of LABOUR issued a notice to M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Company**') dated January 24, 2013 with PGA no. 04/2013 subsequent to a complaint filed by Mr. Andes Prasad Ramprasad (hereinafter referred to as the '**Complainant**') under Rule 11(1) of the Gujarat Payment of Gratuity Rules, 1973 and Payment of Gratuity Act, 1972 for gratuity payable to him. The matter is currently pending.

ii) The Office of Deputy Commissioner issued a notice to the **Company** dated January 24, 2013 with PGA no. 05/2013 subsequent to a complaint filed by Mr.RajvirsinghDularsingh (hereinafter referred to as the '**Complainant**') under Rule 11(1) of the Gujarat Payment of Gratuity Rules, 1973 and Payment of Gratuity Act, 1972 for gratuity payable to him. The matter is currently pending.

iii) The Office of Deputy Commissioner issued a notice to **Company** dated January 24, 2013 with PGA no. 06/2013 subsequent to a complaint filed by Mr. Sunil Yadav (hereinafter referred to as the '**Complainant**') under Rule 11(1) of the Gujarat Payment of Gratuity Rules, 1973 and Payment of Gratuity Act, 1972 for gratuity payable to him. The matter is currently pending.

iv) **PARVATIBEN VASUDEV BATIYA V. JAY BHARAT BINDAL SILK MILLS PVT. LTD. (NOW KNOWN AS BINDAL SILK MILLS PVT LTD.)**

A recovery application number 668/2004 is made under Section 33 C (2) of the Industrial Dispute Act, 1947 by Parvatiben Valued Bhatia (hereinafter referred to as the '**Applicant**')

against Jay Bharat Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Respondent**'). The Applicant was workman in trussing department of the Respondent receiving monthly salary of Rs. 4,250/-. The applicant was retrenched from service on May 15, 2004. A total amount of Rs. 79,277/- is outstanding including salary for April 2004 and 15 days of May 2004, privilege leave of three years and an amount of overtime work for three years.

B. ANITA SANTHALIYA (AGRAWAL) V. OWNER OF BINDAL SILK MILLS PRIVATE LIMITED& OTHERS

The vehicle number CBZ No. GJ-5 GC-5910 of the Applicant's son Remit Santhaliya (hereinafter referred to as the '**Deceased**') met with an accident on September 10, 2013 at Saroli behind Bindal House with the Eicher Tempo No. GJ-5-UU-5314 of Bindal Silk Mills Private Limited (hereinafter referred to as the '**Opponent**') which was driven by Mr.Avdhesh Shri Rajkumar Singh. Deceased was subsequently admitted to new civil hospital, Surat and had serious injuries. During the course of his treatment on September 12, 2013 deceased died. The driver was accused of rash and negligent driving. The Deceased was serving as Office clerk and drawing monthly salary of Rs. 20,000/-. Annual Income of the deceased amounted to Rs. 1,68,000/-. An application is made by Anita Santhaliya (Agrawal) (hereinafter referred to as the '**Applicant**') to obtain Compensation of Rs. 72,00,000/- under Section 166 of the Motor Vehicles Act, 1939 before the Motor Accident Claim Tribunal at Surat. A notice dated March 26, 2014 was sent to the Driver of the Opponent Company and they were ordered to be present for personal hearing on April 29, 2014.

C. PROCEEDING UNDER PAYMENT OF WAGES ACT, 1936

i. ***Binod Kameshwar Singh v. Bindal Silk Mills Pvt Ltd.***

An application number 121/2012 dated February 2012 was made under Section 15 of the Payment of Wages Act, 1936 (hereinafter referred to as the '**Act**') by Mr. Binod Kameshwar Singh (hereinafter referred to as the '**Applicant**') working as helper since one year on monthly salary of Rs. 6,000/- in printing department of Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Respondent**'). It is stated in the Application that the, Applicant was relieved from service on November 29, 2011 without reasonable show cause notice. The Applicant has asked for a total outstanding amount due of Rs. 24,000/- including outstanding salary from October to November 2011, outstanding privilege leave for last one year and notice salary for last one month. The matter is currently pending.

ii. ***Ravi Raj KapilYadav v. Bindal Silk Mills Pvt Ltd.***

An application number 122/2012 dated February 2012 was made under Section 15 of the Payment of Wages Act, 1936 (hereinafter referred to as the '**Act**') by Mr.Ravi Raj KapilYadav (hereinafter referred to as the '**Applicant**') working as the helper since one year on monthly salary of Rs. 6,000/- in printing department of Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Respondent**'). The Applicant was relieved from service on November 29, 2011 without reasonable show cause notice. The Applicant has asked for a total outstanding amount due of Rs. 24,000/- including outstanding salary from October to November 2011, outstanding privilege leave for last one year and notice salary for last one month. The matter is currently pending.

D. NOTICE UNDER LAND REVENUE ACT

A notice dated March 2, 2013 was issued by Maamlatdaar office under Section 135 D of Land Revenue Code dated The matter is currently pending. **The amount involved if any is unascertainable and the same may adversely affect our business in future.**

Taxation Matters

A. INCOME TAX PROCEEDING OF BINDAL SILK MILLS PRIVATE LIMITED

i. FOR AY 2015-16

The Income Tax Department has issued a notice dated April 20, 2016 under Section 143 (2) of the Income Tax Act, 1961 to Bindal Silk Mills Private Limited (hereinafter referred to as the '**Assessee Company**') for limited Computer Assisted Scrutiny Selection (CASS) for return of income submitted by the Assessee Company dated August 16, 2015 requiring the Assessee Company to appear before the Authority for personal hearing.

ii. FOR AY 2012-13

The Assistant Commissioner of Income Tax, Surat (hereinafter read as the '**Assessing Authority**') issued a notice dated March 31, 2015 to M/s Bindal Silk Mills Pvt Ltd (hereinafter referred to as the '**Assessee Company**') under Section 274 read with Section 271 of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') asking the Assessee Company to appear before the authority. The Assessee Company filed return declaring total income of Rs. 1,76,27,926/- on September 21, 2012. Subsequent to selection of case for scrutiny, through CASS, statutory notice under Section 143 (2) of the Act dated September 30, 2013 was issued by post and was served in time as per postal acknowledgement. A notice under Section 142 (1) of the Act dated July 3, 2014 was issued calling for basic documents and details to facilitate preparation of a questionnaire for personal hearing on July 16, 2014 at 3.30 pm. A notice under Section 142 (1) of the Act dated November 7, 2014 was issued calling for basic documents and details to facilitate preparation of a questionnaire. A subsequent notice under Section 129 dated August 22, 2014 was issued on account of change in incumbent Assessing Officer fixing the date of hearing on September 15, 2014. A subsequent notice dated November 17, 2014 under Section 129 has also been issued on account of change of jurisdiction consequent to restructuring of Circle – I, Surat. The Assessing Authority has passed an Assessment Order dated March 31, 2015 under Section 143 (3) of the Act. The following expenses were disallowed and added to the income declared by the Assessee Company under Section 68 of the Act:

a) Addition in respect to share capital and premium under Section 68 of the Act amounting to Rs. 1,83,81,000/-

b) Disallowance out of expenses claimed amounting to Rs. 1,69,600/-

c) Delayed payment of Employees Contribution to ESI Fund amounting to Rs. 1,42,342/-

The total income assessed under Section 143 (3) of the Act by the Assessing Authority amounted to Rs. 3,63,20,870/-. A penalty under Section 271 (1)(C) of the Act is initiated in respect of the issues discussed in the Order. Credit for prepaid taxes was allowed. The Assessing Authority issued a notice dated March 31, 2015 to Assessing Company under Section 156 of the Act demanding tax payable of Rs. 77,78,990/-. An Appeal is filed in the matter bearing no. 202/2015-2016 dated April 20, 2015. The matter is currently pending.

iii. FOR AY 2011-12

Assistant Commissioner of Income Tax, Surat (hereinafter referred to as the '**Assessing Authority**') issued a notice to Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Assesse Company**') under Section 143 (2) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') dated September 30, 2013 requesting the Assesse Company to appear before the Assessing Authority on October 11, 2013 at 11.45 am. Two other notices were issued under Section 142 (1) and 143 (2) of the Act for appearance on behalf of Assesse Company. In case of non-compliance of the notices a penalty of Rs. 10,000/- was to be imposed will be imposed on the Assessee Company. The matter is disposed off. **However, the documents are not accessible any subsequent penalties may adversely affect our Company.**

B. WRONG AVAILMENT OF CENVAT CREDIT

i. **BINDAL SILK MILLS PRIVATE LIMITED & 2 OTHERS V. ADDITIONAL COMMISSIONER, CENTRAL EXCISE & CUSTOMS, SURAT – I.**

M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Assessee Company**') was issued show-cause notice dated October 16, 2009 bearing F. No. V(Ch-54)15-28/D/ADC/2009-10 dated October 16, 2009 on account of wrongfully availed the CENVAT credit on grey fabrics provided to M/s Sunrise Textile and Paradise Textiles, Surat. The Additional Commissioner, Central Excise and Customs, Surat – I passed an Order-In-Original (OIO) number 14/ADJ/ADC-BA/DEM/2010-2011 dated October 29, 2010 . The Order passed is as follows:

a. Demand and recovery of CENVAT credit amounting to Rs. 8,74,817/- under Rule 14 of the Cenvat Credit Rules, 2004 read with Section 11A(1) of the Central Excise Act, 1944,

b. Demand of interest on wrongly availed Cenvat Credit (as mentioned in point a) under Rule 14 of Cenvat Credit Rules, 2004 read with Section 11AB of Central Excise Act, 1944.

c. Penalty of Rs. 8,74,817/- was imposed under Rule 15 (2) of Cenvat Credit Rule, 2004 (read with Section 11AC of Central Excise Act, 1944).

d.

e. A penalty of Rs. 1,00,000/- was imposed on M/s J B Exports under Rule 15 (2) of the Cenvat Credit Rules, 2004 read with Rule 26 of Central Excise Rules, 2002.

An Appeal was filed in the matter and an Order-In-Appeal (OIA) No. RKA/99-100-101/SRT-I/2011dated March 11, 2011 was passed by Commissioner (Appeals), Central Excise & Customs, Surat – I (hereinafter referred to as the '**Appellate Authority**') against the OIO. The matter was remanded for fresh adjudication by the Appellate Authority to the Assessing Authority and the appeal was disposed off. A second Appeal was filed before the Customs Excise & Service Tax Appellate Tribunal, West Zonal Bench (CESTAT) Ahmedabad bearing number E/765 of 2011 against the OIA. The CESTAT has also remanded back the matter to the Original Authority for fresh adjudication. The matter is currently pending.

ii. COMMISSIONER, CENTRAL EXCISE & CUSTOMS, SURAT –I V. SHRI MAHENDRA SACHETI, DIRECTOR OF BINDAL SILK MILLS PRIVATE LIMITED

A show-cause-notice (SCN) bearing F. No. V(Ch.54)15-20/D/JC/08-09 dated August 1, 2008 was issued under Rule 25 of Central Excise Rules, 2002 and Rule 14 of the Central Excise Rules, 2004 to M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Assessee Company**') on account of wrongfully availed the CENVAT credit for material provided to M/s Kritika Textiles of Rs. 17,82,734/-. The Assessee Company is an independent processing mill holding Central Excise Registration and availing CENVAT credit facility. During the course of enquiry it was found that the Assessee took CENVAT credits on the basis of fraudulent invoices/documents issued by non-existent suppliers of grey fabric. The genuiness of the said invoices/documents could not be proved by the Assessee Company. The Additional Commissioner, Central Excise & Customs, Surat– I (hereinafter referred to as the '**Assessing Authority**') passed an Order-In-Original (OIO) bearing number 07/ADJ/ADC-VKS/OA/2009-10 dated September 30, 2009 which was as follows:

a. The demand was confirmed for wrong availment of CENVAT credit of Rs. 17,82,734/- under Rule 14 of the CENVAT Credit Rules 2004 read with proviso to Section 11A(1) of the Central Excise Act, 1944 and

b. A demand of interest at appropriate rate under Rule 14 of the CENVAT Credit Rules, 2004 read with Section 11AB of the Central Excise Act, 1944.

c. A penalty of Rs. 17,82,734/- was imposed on unit under Rule 15 (2) of the CENVAT Credit Rules, 2004 read with Section 11AC of Central Excise Act, 1944

An Appeal was filed by the Assessee to the Commissioner (Appeals), Central Excise & Customs, Surat–I (hereinafter referred to as the '**Appellate Authority**') and an Order-In-Appeal (OIA) bearing number RKA/478-479/SRT-I/2010 dated August 28, 2010 was passed. The Appellate Authority upheld the demand of CENVAT Credit wrongly availed, interest thereon and mandatory penalty imposed but **set aside penalty imposed on Shri Mahendra Sancheti, Director of the Assessee Company.** Aggrieved by the impugned OIA the Assessee Company has filed an Appeal dated November 25, 2010 under Section 35B(2) of the Central Excise Act, 1944 to the CESTAT, Ahmedabad. The matter is currently pending.

C. PROCEEDING FOR AY 2011-12 UNDER GUJARAT VALUE ADDED TAX ACT, 2003 OF BINDAL SILK MILLS PRIVATE LIMITED

Assistant Commissioner, Commercial Tax Officer, Surat (hereinafter referred to as the '**Assessing Authority**') under Section 34 (2) of the Gujarat Value Added Tax Act, 2003 (hereinafter referred to as the '**Act**') issued letter to M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Assessee Company**') dated March 1, 2014 to produce relevant details and documents and attend personal hearing. Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Dealer**') to appear before the Assessing Authority. The Commercial Tax Officer has passed an Assessment Order dated March 12, 2016 under Section 32/34/35 of the Gujarat VAT Act, 2003 as follows:

a. Imposing a tax of Rs. 17,37,925/- after allowing tax exemption of Rs.51,58,451/-.

b. Interest on delayed taxes amounting to Rs. 1,53,351/-

c. Penalty on delayed payment of taxes amounting to Rs. 43,800/-

Thus a total tax amounting to **Rs. 19,35,075**/- are imposed on the Dealer. Another taxes outstanding for the AY 2011-12 amounts to

a. Tax of Rs. 5,480/- (after adjustment of credit and prepaid taxes)

b. Interest of Rs. 4,665/-

c. Penalty of Rs. 648/-

Thus a total tax amounting to **Rs. 11,793**/- is outstanding due payable by the Dealer. The demand notice was accordingly issued to the Dealer. The matter is currently pending.

D. PROCEEDING UNDER CENTRAL SALES TAX ACT, 1956 OF BINDAL SILK MILLS PRIVATE LIMITED

i. **For AY 2011-12:** Assistant Commissioner of Commercial Tax, Surat (hereinafter referred to as the '**Assessee Authority**') issued a notice dated March 1, 2014 under Rule 9 (4) of the Central Sales Tax (Gujarat) Rules, 1970 directing the Assessee Company to appear before the Assessing Authority. The matter is currently pending.

ii. **For AY 2010-11:** Assistant Commissioner of Commercial Tax, Surat (hereinafter referred to as the '**Assessee Authority**') issued a notice dated June 26, 2014 under Rule 9 (4) of the Central Sales Tax (Gujarat) Rules, 1970 directing the Assessee Company to appear before the Assessing Authority dated July 14, 2014 at 11.00 am.

E. PROCEEDING UNDER CENTRAL EXCISE OF BINDAL SILK MILLS PRIVATE LIMITED

i. **M/s BINDAL SILK MILLS LIMITED V. DEPUTY COMMISSIONER, CENTRAL EXCISE, DIV – SURAT – I/II.**

The case was booked on September 18, 1996 duty Rs. 4,07,687/- and penalty Rs. 4,07,687/- redemption fine Rs. 80,000/- fine Rs. 40,000/-. Rule 53A of the Central Excise Rules provide that RG-1 entries should be made daily until dispensation is granted by the competent officer. The Deputy Commissioner, Central Excise (hereinafter referred to as the '**Assessing Authority**') has recorded in Order-In-Original (OIO) – the Assessee requested for the personal hearing in the matter before the case is decided. The date of personal hearing was fixed on August 27, 1996, November 2, 1998, November 9, 1998 and November 30, 1998 and due to non-appearance of Bindal Silk Mills Limited (hereinafter referred to as the '**Appellant**') the order was passed based on the available evidences. The Order in Appeal no. SSS/SRT/2469-2499/99 dated December 28,1999 from Commissioner (Appeals), Central Excise Surat and the OIO was set aside and remanded for De-novo adjudication to D.C., Division II, Surat.

ii. **PROCEEDING UNDER CENTRAL EXCISE ACT AGAINST BINDAL SILK MILLS LTD. [RG-1 RAID CASE]**

Officers of Commissionerate of Central Excise and Customs, Surat –I visited the premises of the unit and recovered 75 Kasha Delivery challans and related job cards from the drawer of the table of the Director. On being asked it was stated that Kasha Challans and Job cards related to illicit clearance of MMF (Pros), which were cleared by them without preparing Central Excise Invoice and without payment of Central Excise Duty.RG-1 raid Case was booked on September 5,2001, The Joint Commissioner, Central Excise & Customs, Surat– I passed an Order-In-Original (OIO) bearing No. 20/ADJ/JC-VKS/OA/07-08 dated October 29, 2007 which is as follows:

1. A demand of Central Excise Duty amounting Rs. 7,59,492/- under Section 11A (2) of the Central Excise Act, 1944.
2. Confiscation of MMF(P) admeasuring 2,79,225.00 Lets. Valued at Rs. 47,46,825under Central Excuse Rules, 2001
3. Demand of Interest at appropriate rate under Central Excise Act, 1944
4. A penalty of Rs. 7,59,492/- was imposed under Section 11AC of the Central Excise Act, 1944. The unit is also liable to penalty under Rule 25 of the Central Excise Rules, 2002 however as penalty has been imposed under Section 11AC of the Central Excise Act, 1944, no penalty is imposed under this Rule.
5. A separate penalty was imposed on each of the nineteen notices. A penalty of Rs. 300/- was imposed on M/s J B Exports. An appeal bearing number E/1577&1578/2008 arising out of OIO No. RKA/657-658/SRT-I/08 dated September 15, 2008passed by Commissioner of Central Excise and Customs (Appeals), Surat–I was made to the Customs, Excise & Service Tax Appellate Tribunal (CESTAT) at Ahmedabad for rectification of mistake in OIO A/1306-1307/WZB/AHD/2009 dated June 26, 2009. The issues already decided stand concluded except penalty and submissions made by appellant in two paragraphs. Both the appeals are allowed by way of remand. Matter is finally remanded back by CESTAT, vide ordered no A/83-84/WZB, AHD/2010 dated 28/01/2010 and now waiting for fresh order.

iii. RG-1 Case for redemption of fine and penalty. The order was passed and the same was decided in favor of Bindal Silk Mills Private Limited. An Order-In-Original (OIO) number SRT-1/DIV-II/ADJ-2320/2K/OA dated November 20, 2000 imposing

a. a duty amounting to **Rs. 18,23,823**/- and

b. a penalty was imposed amounting to **Rs. 5,000**/- and **Rs. 3,000**/-.

The Appeal is filed by the Department and an Order-In-Appeal (OIA) number YPP/406/SRT/2003/1438 was issued on April 7, 2003. The matter is currently pending. The certain documents are not ascertainable therefore, **In case of any further penalty imposed in the Appeal the same may adversely affect our business operation.**

iv. **PROCEEDING UNDER CENTRAL EXCISE AGAINST SHRI MAHENDRA SACHETI AND BINDAL SILK MILLS PRIVATE LIMITED [STENTER SEALING CASE]**

The checks were carried out in the factory premises of M/s Bindal Silk Mills Private Limited (hereinafter referred to as the '**Assessee Company**') and it was found that in the Stener Sealing register maintained by the Mills, three stenters installed in the mills having 4 chambers are declared closed and duly sealed by Central Excise officers with Bottle Seal No. 038909 on July 19, 2000, 038930 on July 31, 2000 respectively. On physical verification it was found that two out of three stenters having 4 chambers are working. The Company was carrying out the illicit processing of MMF without intimating to Central Excise Department with intention to evade Central Excise Duty. The Show Cause Notice was issued to the notices. The Additional Commissioner, Central Excise and Customs, Surat –I issued an Order-In-Original (OIO) number 17/Adj./2001/OA/Addl. dated August 20, 2001 which is as follows:

a. A central excise duty amounting to Rs. 18,00,000/- was imposed under Rule 96ZQ (5) and 96ZQ (7) of Central Excise Rules, 1944

b. Disallowance of abatement claim granted to the Assessee under Rule 96ZQ(7)(4) of the Central Excise Rules, 1944

c. Seizure of goods amounting to Rs. 2,94,075/- be confiscated under Rule 96ZQ(6) read with Rule 173Q(1) of the Central Excise Rules, 1944. However the same may be allowed to the Assessee Company on payment of redemption fine of Rs. 58,815/-.

d. Imposition of penalty of Rs. 18,00,000/- on the Assessee Company under Rule 96ZQ of the Central Excise Rules, 1944 read with Section 11AC of Central Excise Act, 1944

e. Interest at appropriate rate was to be recovered from the Assessee under Rule 96ZQ(5) of the Central Excise Rules, 1944

An appeal bearing Civil Application number 328 of 2007 dated January 24, 2008 was filed with the High Court of Gujarat. The matter is currently pending.

v. There was a difference in duty on HSS Coal bought by M/s Bindal Silk Mills Private Limited (hereinafter referred to as the '**Assessee Company**') from M/s Agarwal of Rs. 8,69,304/-. A Show-Cause-Notice (SCN) bearing no. VIII/10-49/O & A/JC-Surat/2014 dated August 27, 2014 was issued by Office of Joint Commissioner of Customs to the Assessee Company for personal hearing. The Joint Commissioner, Customs passed an Order-In-Original (OIO) bearing number 31/JC/SRT/O & A/2014 dated November 19, 2014:

a. The Coal imported by the Assessee Company under two bills are Bituminous Coal and accordingly re-assessing the two bills to Bituminous Coal. Thus Classification under CTH 27011920 as claimed by the Assessee Company was rejected.

b. The two bills were assessed denying benefit of Notification No. 12/2012-Cus dated March 17, 2012 under Section 18 (2) of the Customs Tariff Act, 1975.

c. A demand was confirmed and an order was made to recover the differential customs duty amounting to **Rs. 8,69,304**/- under Section 28(1) read with Section 28 (8) of the Customs Act, 1962 and in terms of Bond executed during the time of provisional assessment.

d. Recovery of interest at applicable rate on the amount of duty confirmed at c) above under Section 18 (3) read with Section 28AA of the Customs Act, 1962.

e. Confiscation of Coal totally valued at Rs. 81,94,029/- under the provisions of Section 111 (m) of Customs Act, 1962.

f. Since the impugned goods were provisionally released a fine of **Rs. 10,65,000**/- was imposed under Section 125 of the Customs Act, 1962 on the Assessee Company

g. A penalty of Rs. **1,30,000**/- was imposed under Section 112 (a) of the Customs Act, 1962.

The matter is pending for deposition of duty and penalty.

vi. Office of Assistant Commissioner, Central Excise, Division-II, Surat-I, issued a show cause notice F. No. V/(Ch-54)/18-02/11-12/R dated March 30, 2013 along with letter dated March 5, 2013 for appearance in personal hearing. The matter is currently pending.

F. COMMISSIONER, CUSTOMS & CENTRAL EXCISE, SURAT – I V. M/S BINDAL SILK MILLS PVT. LTD.

Show-Cause Notice is issued under Section 35EE of the Central Excise Act, 1944 with respect to the Revision Application filed by Commissioner, Customs & Central Excise, Surat against Order-In-Appeal No. SUR/EXCUS-001-APP-318-13-14 dated August 30, 2013 passed by the Commissioner (Appeals), Central Excise & Customs, Surat – I. M/s Bindal Silk Mills Private Limited (hereinafter referred to as the '**Assessee Company**') was called upon to show-cause within 15 days of receipt of the notice. The matter is pending.

G. COMMISSIONER OF CENTRAL EXCISE & CUSTOMS V. BINDAL SILK MILLS PRIVATE LIMITED

Bindal Silk Mills Private Limited (hereinafter referred to as the '**Respondent**') filed declaration with the Commissioner, Central Excise and Customs, Surat–I under which they declared themselves as independent processors and entered under compounded levy scheme contained under Section 3A of the Central Excise Tariff Act, 1985. The duty under compounded levy scheme and in view of notification no. 19/2000 dated March 1, 2000 the assessee was liable to pay duty @ Rs. 1,50,000 per chamber per month on 18,873 chambers of 4 hot air stenter machines thus amounting to Rs. 28,30,950/- leviable per month. Therefore a SCN dated August 6, 1999 was adjudicated by the Deputy Commissioner, Division – II,Surat –I vide order dated May 28, 2001. Being aggrieved the Respondent preferred an appeal before Commissioner (Appeals) vide common order number YPP/998 to 1005/SRT/2002/5225 dated October 23, 2002 who considered the plea and the following order was passed:

a. The outstanding Central Excise Duty of Rs. 24,81,272/- for the outstanding period under Rule 9(2) of the Central Excise Rules, 1944 read with proviso to Section 11A(1) of the Central Excise Act, 1944.

b. Imposing interest @ 36% p.a. on the outstanding amount of Rs. 24,81,272/- under Rule 96ZQ(5)(i) of the Central Excise Rules, 1944 read with Section 11AB of the Central Excise Act, 1944.

c. Penalty was reduced from Rs. 21,14,500/-to Rs. 4,60,000/-.

Being aggrieved by the Order-In-Appeal another Appeal bearing number E/586/2003 to the CESTAT is made by the Appellant.

The matter is regarding short excise duty of Rs. 24, 81,272/- for the months of Feb-1999 to June-1999.Vide CESTAT Order No. A/1097 TO 1110/WZB/AHD/2007 dated May 9, 2007 matter decided in our favour and penalty of Rs. 25,000/- was ordered which deposited. An

appeal bearing number 1724 of 2007 was filed before the High Court of Gujarat at Ahmedabad. The matter is currently pending.

H. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS V. BINDAL SILK MILLS PVT. LTD. AND ANOTHER

Joint Commissioner, Central Excise & Customs, Surat – I (hereinafter referred to as the '**Adjudicating Authority**')issued a show-cause notice V (Chapter 54) 15-6/0A/2001/JC dated June 26, 2001 to M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the '**Respondent**') demanding the short paid Central Excise Duty of Rs. 6,19,335/- which was subsequently paid by the Respondent. There was confiscation of 172 Pcs of MMF (P) admeasuring 15226.50L.Mtrs valued at Rs. 3,80,663/- penalty equal to the amount of short paid duty on due date and paid subsequently under the Rule 96ZQ (5)(ii) of the Central Excise Rules, 1944 (hereinafter referred to as the '**Rules**') and confiscation of land, building, plant, machinery under Rule 173-Q(2)(b) was proposed to be imposed along with demand of Interest @ 24% under sub rule (i) of Rule 96ZQ (5) of the Rules read with Section 11A-B of the Central Excise Act, 1944 (hereinafter referred to as the '**Act**'). Penalty under Rule 209-A was also proposed on the Director of the Unit. The Adjudicating Authority passed an Order in Original (**OIO**) number 105/JC-SRP/OA/2002 dated July 25, 2002 imposing a penalty equal to the amount of duty under the provision of Rule 96ZQ(5)(ii) and redemption fine of Rs. 1,00,000/- on the unit. Being aggrieved by the OIO, the Respondent filed two separate appeals to the Commissioner (Appeals), Central Excise and Customs, Surat –I, who rejected the appeal, vide Order-In-Appeal (**OIA**) number YPP/396/SRT/2003 dated March 31, 2003. Being aggrieved by the OIA the assessee preferred further appeals before the CESTAT, WZB, Ahmedabad (hereinafter referred to as the '**Tribunal**'). The Tribunal decided the case vide order number A/2997-2998/WZB/AHD/07 dated December 6, 2007 wherein

a) Redemption fine was reduced from Rs. 1,00,000/- to Rs. 40,000/-,

b) Penalty on the unit was reduced from Rs. 6,20,000/- to Rs. 3,10,000/- and

Being Aggrieved by the order of the Tribunal, the Respondent filed Tax Appeal No. 193 of 2008 before High Court of Gujarat (herein after referred to as the '**High Court**') in a special civil application against order bearing number 1984 of 2002 dated November 9, 2001/January 1, 2002, 3637 of 2004 dated December 31, 2003 and 6779 of 2003 dated October 30, 2001 (hereinafter together known as '**Impugned Orders**') for consideration on questions of law. The three petitions challenge levy of penalty equal to duty under Rules 96ZQ (5) (II)/ 96ZP (3) of the Rules. The Tax Appeal was allowed by the High Court. The High Court has quashed and set aside all the impugned orders. Rule is made absolute accordingly in each petition with no order as to cost. The Even though the amount involved is below Rs. 25 lakhs a special leave petition is filed by the Commissioner of Central Excise and Customs (hereinafter referred to as the '**Petitioner**') with the Supreme Court of India under Article 136 of the Constitution of India against the impugned judgement and final order Tax Appeal No. 93 of 2008 dated March 2, 2015 passed by the High Court of Gujarat at Ahmedabad. The issue involved in the matter relates to whether merely demanding interest and imposing penalty from/on Assessee in case of violation of certain Sections/Rules, the provisions in Rules 96 (ZO), (ZP) and (ZQ) of the Rules permitting minimum penalty for delay in payment, without any discretion and without having regard to extent and circumstances for delay can be held to be ultra vires the Act and Constitution, when on merits the High Court has decided that the provisions for imposing penalty under Rule 96 ZO of the Rules are mandatory and there is no discretion vested in any authority to reduce the amount of penalty. The matter is currently pending.

I. DEPUTY COMMISSIONER OF INCOME TAX, SURAT V. BINDAL SILK MILLS PRIVATE LIMITED

The Income Tax Department issued a notice to M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as '**Assessee Company**') for AY 2007-08 under Section 33 of the Income Tax Act, 1961, Section 19 of the Excess Profits Tax Act, Section 17 of the Business Profits Tax Act and Section 24 of the Wealth Tax Act. An Order-In-Original (OIO) number CIT (A) II/CC4/155/09-10 dated December 21, 2010 was passed. An appeal was filed with the Income Tax Appellate Tribunal (hereinafter referred to as the '**Tribunal**') dated June 10, 2014 under Section 23 of the Gift Tax Act, Section 13 of the E.D. Act, Section 22 of the Exp Tax Act, Section 13 of the S.P.T. Act and Section 12 of the S.T. Act. The Tribunal passed an Order-In-Appeal (OIA) vide ITA No. 710/Ahd/2011 dated November 27, 2014. There were two cross-appeals were arising out of the impugned OIO. They were disposed off by a common order for the sake of convenience. In this matter there was an addition made on account of closing stock of work in progress (WIP). The Assessing Authority rejected the submission as well as working of Assessee Company on value of closing WIP and accordingly made an addition of Rs. 13,56,097/-. The Tribunal upheld the order of Commissioner of Income Tax (Appeals) who rejected the addition of Assessing Authority and restricted the addition to Rs. **9,50,151/-**. The matter is currently pending.

J. M/S BINDAL SILK MILLS PVT LTD & ORS. V. COMMISSIONER OF CUSTOMS (APPEALS), SURAT

Office of Commissioner of Customs (Appeals), Ahmedabad (hereinafter referred to as the '**Appellate Authority**') vide letter dated November 19, 2014 against BOE no. 3740552 dated November 7, 2013 gave relief of Rs. 67,306/- and imposed interest as per law. The Order-In-Original (OIO) number 3740552 dated November 7, 2013 was passed by the Deputy Commissioner of Customs, Surat directing Bindal Silk Mills Private Limited (hereinafter referred to as the '**Appellant**') to appear for personal hearing. The Commissioner of Customs (Appeals), Ahmedabad passed an Order-In-Appeal (OIA) number AHD-CUSTOM-000-APP-436-14-15 dated February 27, 2015 under Section 128A of the Customs Act, 1962 rejecting the refund claims by upholding the assessment order of the department and rejected the appeals. Being aggrieved by the impugned OIA the Appellant has filed a second Appeal. The matter is currently pending. **The OIO number 3740552 is not ascertainable hence any penalty or demand in the matter is not ascertainable. In case there is any demand it may materially affect our business operation.**

K. M/S BINDAL SILK MILLS PRIVATE LIMITED& OTHERS V. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, DAMAN

This is the same case as mentioned below under **'Litigation involving our Group Company'** under **Point N**– Central Excise Proceeding against M/s Laurel Apparel Pvt. Ltd OIO no. 21-22/MP/2010 dated March 31, 2011. The following penalty relates to M/s Bindal Silk Mills Private Limited imposed by the Tribunal in OIO No 05/MP/2006 dated March 31, 2006 (SCN No. DRI/SRU/INV-9/2003 dated February 28, 2005):

a) A penalty of **Rs. 5,00,000/-** under Rule 112 (a) and 112 (b) of the Customs Act, 1962 read with Rule 26 of the Central Excise Rules, 2002.

The following penalty was also imposed by the Tribunal for OIO No.1521/Dem/2008 dated September 29, 2008 (SCN F No. V(Ch.54)3-28/Dem/2007 dated October 24, 2007):

a) Penalty of **Rs. 10,00,000/-** was imposed under Rule 112 of the Customs Act, 1962. A penalty of **Rs. 25,00,000/-** was also imposed under Rule 26 of Central Excise Rules, 2002.

A stay application under Section 129 E of the Customs Act, 1962 and Rule 28A of the CESTAT (Procedure) Rules, 1982 was filed before the tribunal against the impugned OIO. The amount is outstanding and hence the matter is currently pending.

L. INCOME TAX PROCEEDING FOR M/S THAKRAR TEXTURING INDUSTRIES PRIVATE LIMITED (BINDAL EXIM PRIVATE LIMITED)

i. **FOR AY 2014-15**

Office of Income Tax Officer, Ward – 1 (1)(1), Surat (hereinafter referred to as the '**Assessing Authority**') issued a notice to Bindal Exim Pvt. Ltd. (hereinafter referred to as the '**Assessee Company**')dated May 27, 2016 under Section 142 (1) read with Section 129 of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**') requesting the Assessee to produce certain details relating to Financial Statements, Profit and Loss Account and Audit Reports of the Assessee Company. Another notice bearing number SRT/ITO/Wd1(1)(1)/142(1)/F-121/2016-17 was issued by the Assessing Authority dated July 5, 2016 under Section 142 (1) of the Act directing the Assessee to appear and furnish information as per questionnaires annexed to the notice. The matter is currently pending.

ii. **FOR AY 2009-10**

Income Tax Department has issued a notice under Section 143 (1) of the Income Tax Act, 1961 dated September 6, 2010 demanding tax payable of **Rs. 770**/- to Assessee Company. An application dated November 25, 2010 was made for rectification of mistake under Section 154 of the Income Tax Act, 1961 bearing reference number CPC/0910/16/1003898555. The matter is currently pending.

M. INCOME TAX PROCEEDING OF M/S JAYBHARAT FINSTOCK PRIVATE LIMITED

i. PROCEEDING FOR AY 2012-13

M/s Jaybharat Finstock Pvt. Ltd. (hereinafter referred to as the '**Assessee Company**') filed the return of Income on August 31, 2012 for AY 2012-13, declaring total income of Rs. 96, 624/-. The return of Income was processed under Section 143 (1) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**'). A notice under Section 143 (2) of the Act was issued on August 6, 2013 and was duly served upon the Assessee Company dated August 10, 2013. Subsequently, a notice dated January 15, 2014 under Section 142 (1) of the Act requesting the Assessee Company to submit certain details and was duly served on the Assessee fixing the hearing on January 27, 2014.Income Tax Department passed an Assessment Order dated January 23, 2015 under Section 143 (3) of the Income Tax Act, 1961 (hereinafter referred to as the '**Act**'). As per the Assessment Order there was disallowance of expenditure amounting to Rs. **3,40,895/-** and thus the total income of the Assessee now amounted to Rs. 4,37,519/- rounded off to Rs. 4,37, 520/-. Penal proceeding under Section 271 (1) (c) read with Section 274 of the Act have been initiated separately. Prepaid taxes were given credit and charged interest under Section 234 A/B/C/D of the Act as applicable. A show cause notice under Section 274 read with Section 271 (1) (c) of the Act. (Penalty registration number 03/01/2014-15). An Appeal bearing number CAS/I/361/2014-15 is filed by the Assessee Company to the Office of the Commissioner of Income Tax Appeal – 1, Surat and a notice dated August 7, 2015 was issued under Section 250 of the Act. The matter is currently pending.

ii. PROCEEDING FOR AY 2011-12

Income Tax Department has issued a notice to Assesse Company to contact Jurisdictional officer in respect of assessment year 2011-12. The matter is currently pending. **The documents for this proceeding are not ascertainable and hence the amount involved is not ascertainable. In case of any subsequent penalty it may adversely affect the business of the Company.**

iii. PROCEEDING FOR AY 2010-11

Income Tax Department has issued a notice to Assesse Company to contact Jurisdictional officer in respect of assessment year 2010-11. The matter is currently pending. **The documents for this proceeding are not ascertainable and hence the**

amount involved is not ascertainable. In case of any subsequent penalty it may adversely affect the business of the Company.

N. M/S LAUREL APPAREL PRIVATE LIMITED & OTHERS V. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, DAMAN

M/s Laurel Apparels Private Limited (hereinafter referred to as the '**Assessee Company**') is a 100% Export Oriented Unit (EOU). A case was booked against the Assessee Company by the Directorate of Revenue Intelligence on the basis of intelligence that Assessee Company had not carried out any manufacturing activity as 100% EOU but diverted imported raw material and raw materials procured from other EOU/DTA units which were procured duty free under 100% EOU scheme. The Additional Director General, Ahmedabad issued a show cause notice (SCN) number DRI/SRU/INV-9/2003 dated February 28, 2005 to the Assessee Company and several other notices for the period February 27, 2003 to June 20/21, 2003. The SCN was adjudicated by the Commissioner, Central Excise and Customs, Surat vide Order-In-Original (OIO) number 05/MP/2006 dated March 31, 2006 wherein the Customs and Central Excise demanded in terms of raw materials diverted. The Assessee Company along with other noticee – 1) M/s Bindal Silk Mills Pvt. Ltd., 2) M/s AI Amin Exports, 3) M/s Shivshakti Industries 4) M/s Pooja Texprints Pvt. Ltd. & 5) Shri Mahendra Kumar Sacheti, Director of the Assessee Company filed an appeal in Customs Excise and Service Tax Appellate Tribunal (CESTAT), Ahmedabad (hereinafter referred to as the '**Tribunal**'). The Tribunal vide Order number A/1250-1261/WZB/AHD/2009 dated June 22, 2009 and Order number A/349-358/WZB/AHD/2010 dated April 27, 2010 remanded the matter for fresh adjudication in respect of OIO No. 1521/Dem/2008 dated September 29, 2008 and OIO No. 05/MP/2006 dated March 31, 2006 passed by the Commissioner of Central Excise & Customs, Surat respectively. The Tribunal directed both the SCNs to be adjudicated together under Order no. A/349-358/WZB/AHD/2010. Appeals were filed to the Tribunal. Accordingly the tribunal remanded the matter number OIO 05/MP/2006 dated March 31, 2006 and for fresh adjudication after giving the appellants an opportunity to present their case. The Tribunal set aside the said order **OIO No.1521/Dem/2008** dated September 29, 2008 and remanded the case for fresh adjudication with a direction that the relied upon documents would be supplied to the appellant who would operate in the matter and would not seek unnecessary adjournment. Accordingly the matter was taken up by Commissioner, Central Excise & Customs, Surat – I (hereinafter referred to as the '**Adjudicating Authority**') for fresh adjudication and passed the following order for **OIO No 05/MP/2006** dated March 31, 2006 (SCN No. DRI/SRU/INV-9/2003 dated February 28, 2005):

A. Demand and Penalty under Customs Act, 1962

i. Order to confiscate the goods of imported Heat Transfer Print Paper valued are Rs. 25,69,739/- and knitted/woven grey fabrics valued at Rs. 74, 60,644/- under Section 111(d), 111(j) and 111 (o) of the Customs Act, 1962. A redemption fine of Rs. 20,00,000/- was imposed in lieu of confiscation and the same was to be recovered by enforcing the B-17 Bond.

ii. A demand of Customs duty amounting to Rs. 13,68,930/- on imported heat transfer print paper valued at Rs. 25,69,739/- and Customs duty amounting to Rs. 56,49,240/- of imported polyester knitted/woven fabrics valued at Rs. 74,60,644/- under the relevant notification under Section 72 and Section 28 (2) of the Customs Act, 1962. An order was passed to appropriate Rs. 45,00,000/- voluntarily against the above duty demanded.

iii. The Assessee Company was ordered to pay interest at prescribed rates from the date of duty free importation till the payment of such duty in terms of Notification as amended and applicable read with Section 72 and 28-AB of the Customs Act, 1962

iv. A penalty of Rs. 70,18,170/- is imposed under Section 112/114-A of the Customs Act, 1962. If the amount of duty and interest payable thereon are paid within 30 days from the date of communication of this Order then the amount of penalty liable to be paid under Section 114-A of the Customs Act, 1962 shall be 25% of the duty as mentioned in (i) above.

v. Order to enforce B-17 bond and security by the Assessee Company towards the aforesaid liabilities.

B. Demand and Penalty under Central Excise Act, 1944

i. Order to confiscate the goods of indigenously procured knitted/woven grey fabrics from 100% EOU as well as from DTA unit valued at Rs. 36,36,833/-. A redemption fine of Rs. 9,00,000/- in lieu of confiscation is imposed and order is passed to recover the same by enforcing the B-17 Bond.

ii. A demand of Central Excise Duty amounting to Rs. 20,94,717/- on indigenously procured knitted/woven grey fabrics in terms of conditions of notifications read with Section 11-A(2) of the Central Excise Act, 1944

iii. The Assessee Company was ordered to pay interest at prescribed rates from the date of duty free importation till the payment of such duty in terms of Notification as amended and applicable read with Section 11AB of the Central Excise Act, 1944

iv. A penalty of Rs. 20,94,717/- was imposed in the Assessee Company under Rule 25 of the Central Excise Rules 2002 and Section 11 AC of the Central Excise Act, 1944. If the amount of duty and interest payable thereon are paid within 30 days from the date of communication of this Order then the amount of penalty liable to be paid under Section 114-A of the Customs Act, 1962 shall be 25% of the duty as mentioned in (i) above.

v. Order to enforce B-17 bond and security by the Assessee Company towards the aforesaid liabilities.

The Adjudicating Authority passed the following order for **OIO No.1521/Dem/2008** dated September 29, 2008 (SCN F No. V(Ch.54)3-28/Dem/2007 dated October 24, 2007):

A) Demand and Penalty under Customs Act, 1962

i) Order to confiscate the goods of imported Heat Transfer Print Paper valued at Rs. 1,41,76,919/- and knitted/woven grey fabrics valued at Rs. 1,39,14,393/- under Section 111(d), 111(j) and 111 (o) of the Customs Act, 1962. A redemption fine of Rs. 35,00,000/- was imposed in lieu of confiscation and the same was to be recovered by enforcing the B-17 Bond.

ii) A demand of Customs duty amounting to Rs. 80,80,985/- on imported heat transfer print paper and Customs duty amounting to 1,27,50,177/- of imported polyester knitted/woven fabrics valued at Rs. 74,60,644/- under the relevant notification under Section 72 and Section 28 (2) of the Customs Act, 1962 and Notification No. 53/97-Cus dated June 3, 1997 as amended.

iii) The Assessee Company was ordered to pay interest at prescribed rates from the date of duty free importation till the payment of such duty in terms of Notification as amended and applicable read with Section 72 and 28-AB of the Customs Act, 1962 and provisions of Notification no. 53/97-Cus dated June 3, 1997 as amended.

iv) A penalty of Rs. 2,08,31,162/- is imposed under Section 114-A of the Customs Act, 1962. If the amount of duty and interest payable thereon as mentioned in (ii) & (iii) are paid within 30 days from the date of communication of this Order then the amount of penalty liable to be paid under Section 114-A of the Customs Act, 1962 shall be 25% of the duty as mentioned in (i) above.

v) Order to enforce B-17 bond and security by the Assessee Company towards the aforesaid liabilities.

B) Demand and Penalty under Central Excise Act, 1944

i) Order to confiscate the goods of indigenously procured knitted/woven grey fabrics from 100% EOU as well as from DTA unit valued at Rs. 2,92,69,575/-. A redemption fine of Rs. 45,00,000/- in lieu of confiscation is imposed and order is passed to recover the same by enforcing the B-17 Bond.

ii) A demand of Central Excise Duty amounting to Rs. 2,35,49,645/- foregone on indigenously procured knitted/woven grey fabrics in terms of Notification No. 1/95-CE dated April 1, 1995 as amended and B-17 bond furnished by the Unit under Section 11-A(2) of the Central Excise Act, 1944.

iii) The unit of the Assessee Company was ordered to pay interest at prescribed rates from the date of duty free clearance till the payment of such duty in terms of Notification No. 1/95-CE dated April 1, 1995 and B-17 bond furnished by the unit and under Section 11AB of the Central Excise Act, 1944.

iv) A penalty of Rs. 2,35,49,645/- was imposed in the Assessee Company under Rule 25 of the Central Excise Rules 2002 and Section 11 AC of the Central Excise Act, 1944. If the amount of duty and interest payable thereon as mentioned at Sr. No. (ii) and (iii) are paid within 30 days from the date of communication of this Order then the amount of penalty liable to be paid under Section 114-A of the Customs Act, 1962 shall be 25% of the duty as mentioned in (i) above.

v) Order to enforce B-17 bond and security furnished by the Assessee Company towards the aforesaid liabilities.

Thus as per above orders, the amounts were confirmed and the penalties had been imposed by the Adjudicating Authority. The following order was passed:

i. A penalty of **Rs. 54,00,000**/- was imposed on the Appellant.

j. A duty of **Rs. 2,56,44,362**/- was imposed on the Appellant.

The Appellant was directed to deposit a further amount of Rs. 35 lakhs within 8 weeks from November 29, 2012. The Appellant made a pre-deposit of Rs. 35,00,000/- dated November 20, 2012 and January 20, 2013 with the Central Excise Department. The matter is currently pending.

O. M/S LAUREL APPAREL PRIVATE LIMITED V. COMMISSIONER OF CENTRAL EXCISE AND CUSTOMS, DAMAN

1. Additional Director General, Directorate of Revenue Intelligence, Ahmedabad issued a show cause notice (SCN) bearing F. No. DRI/SRU/INV-9/Pt-Sunshine dated March 31, 2005 was issued to M/s Laurel Apparel Pvt. Ltd. (hereinafter referred to as the '**Assessee Company**') and 29 others. Search was conducted on the factory premises of the Assessee Company on June 28, 2003 in the presence of its Director. All the machineries found in the factory premises were non-operational since long time. No manufactured goods were physically found available in the said premises. Notices were issued to all the 30 noticee to appear for personal hearing on October 19, 2010, November 16, 2010, December 22, 2010 and January 25, 2011. The Assessee Company who was Noticee no. 16 in the matter filed the defence submission. The Assessing Authority was of the opinion that Noticee number 16 along with other noticee abetted in the fraudulent exports undertaken by M/s Sunshine Overseas in contravention to the provisions of the Customs Act, 1962 attracting confiscation under Section 113 (d) & (i) of the Customs Act, 1962 for rendering goods liable to confiscation under Section 113 (d) & (i), and liable to penal action under Section 114 (iii) of the Customs Act, 1962. An Order-In-Original (OIO) number 07/MP/DAMAN/2011 dated March 31, 2011

was passed by Commissioner of Central Excise, Customs and Service Tax (hereinafter referred to as the '**Adjudicating Authority**').

i. A penalty of **Rs. 4,00,000**/- each was imposed under Section 114 (iii) of the Customs Act, 1962 on the Assessee Company along with other noticee.

The Assessee Company has filed a Stay Application and Appeal before the Customs Excise and Service Tax Appellate Tribunal (CESTAT). The matter is currently pending. A defect memo number DM/124/05-09-2011 was issued dated September 5, 2011 against the above OIO. The matter is currently pending.

2. Additional Director General, Directorate of Revenue Intelligence Regional Unit, Surat, issued a show cause notice (SCN) bearing F. No. DRI/SRU/INV-9/Pt.-AI dated March 31, 2005 to M/s Laurel Apparel Private Limited (hereinafter referred to as the '**Appellant**') and 19 other noticee. The Appellant helped a partnership firm M/s AI-Amin Exports in exporting goods by resorting to undervaluation and misdeclaration. The Appellant is alleged to have shown paper transaction for removal of duty free raw materials to M/s AL-Amin who in turn showed it as a transaction on paper thus fulfilling its export obligation. Commissioner, Central Excise, Customs and Service Tax, Daman (hereinafter referred to as the '**Adjudicating Authority**') has passed an Order-In-Original (OIO) no. 06/MP/DAMAN/2011 dated March 30, 2011. The Order is as follows:

i) Penalty of **Rs. 2,00,000**/- each was imposed on the Assessee Company along with other noticee under provisions of Section 114 (iii) of the Customs Act, 1962.

The Company has filed a stay application and an Appeal against the Order-In-Original before the Customs Excise Service Tax Appellate Tribunal (CESTAT). The matter is currently pending.

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

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

A. NOTICE BY NATIONAL SAMPLE SURVEY OFFICE (NSSO) TO BINDAL SILK MILLS PVT. LTD.

i. Ministry of Statistics, NSSO, vide its Notice Number M-15014/1/IS2011-12 dated October 10, 2012 directed M/s Bindal Silk Mills Pvt. Ltd. (hereinafter referred to as the Company) to submit Annual Survey of Industry return for the year 2011-12. A reminder was also vide letter no. M-110-14/1/supdt/SO/srt/ASI/2011-12 DSL No. 22506 dated February 14, 2013.

ii. Ministry of Statistics, NSSO, vide its letter no. SRO Code 2423, DSL No. 123111 dated October 24, 2013 directed the company to submit Annual Survey of Industry return under the provision of Collection of Statistics Act, 2008 (7 of 2009) and Rules framed thereunder. The notice is given to furnish return within one month from the date of receipt of notice.

iii. Ministry of Statistics, NSSO, vide its letter no. SRO Code 2423, DSL No. 121539 directed the company to submit Annual Survey of Industry return under the provision of Collection of Statistics Act, 2008 (7 of 2009) and Rules framed thereunder. The notice is given to furnish return within one month from the date of receipt of notice.

B. LETTER BY RESERVE BANK OF INDIA (RBI) TO BINDAL SILK MILLS PRIVATE LIMITED

Reserve Bank of India ("RBI") vide its letter dated November 29, 2012 directed our Company to submit Exchange Control Copy Bill for Entry for Home Consumption to RBI in terms of paragraph C.7.1 of Part-III of Master Circular No. 13/2012-13 dated July 2, 2011 on evidence of Import. RBI also sent a reminder vide its letters dated December 12, 2012 and March 20, 2013. The Company has replied vide letter dated January 4, 2013 and made reference to submission of Bill of Entry to State Bank of India dated July 19, 2012.

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

Nil

LITIGATION BY OUR GROUP COMPANIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR SUBSIDIARIES

As on date of this Prospectus, our Company does not have any subsidiary.

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter ― "Management Discussion and Analysis of Financial Condition and Result of Operation" on page 235 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of March 31, 2016, our Company had 127 creditors, to whom a total amount of Rs. 214.63 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated September 08, 2016, considered creditors to whom the amount due exceeds Rs. 2 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (Rs. in Lakhs)
Mansi Print Pvt. Ltd.	2.08
Dhanurdhar Processors Pvt. Ltd.	2.12
Radhey Textiles (110)	2.21
Dev Tex Fab	2.28
Maa Krupa Textiles	2.77
Jindal Rayons Pvt Ltd	2.80
Matadi Textiles	2.94
Gopi Knitts	3.01
Gajanand Textiles (84)	3.73
Shree Ramanuj Dyg & Ptg Mills	3.81
Reliable Polyester Pvt Ltd	3.84
View Textiles	4.54
Tirupati Fashion	4.56
Bonex Textiles	4.63
Laxmi Narayan Industries	5.61
Jindal Polyweaves Pvt Ltd	11.60
Freight Lines (I)Pvt. Ltd.	13.92
Surat Exim Pvt.Ltd	17.65

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see www.bindalexpots.com.

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.bindalexports.com, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of manufacturing and trading of textile and textiles related products in domestic as well as export market, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer chapter "Key Industry Regulations and Policies" on page 154 of this Prospectus.

The Company has its business located at:

Registered Office: Block No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat – 395006, Gujarat, India

Manufacturing (Stitching) Unit: P-216, Kadodara Char Rasta, Kadodara, Taluka: Palsana, Surat - 395225, Gujarat, India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 30, 2016 , authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Annual General Meeting held on September 08, 2016 authorized the Issue.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated September 23, 2016 bearing reference no. DCS/IPO/RB/IP/420/2016-17.

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated August 1, 2016 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated September 7, 2016 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number ("ISIN") is INE564V01013.

INCORPORATION AND OTHER DETAILS

1. The company "BINDAL EXPORTS PRIVATE LIMITED" was previously a partnership firm known as M/s J. B. Exports, formed and registered in the year 1997 which changed its name to M/s. Bindal Exports w.e.f. March 31, 2007.
2. The Certificate of Incorporation dated May 22, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, in the name of "BINDAL EXPORTS PRIVATE LIMITED".

3. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on September 07, 2016 by the Registrar of Companies, Ahmedabad in the name of "BINDAL EXPORTS LIMITED".

4. The Corporate Identification Number (CIN) of the Company is U51109GJ2007PLC050915

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

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:

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1	Certificate of Importer-Exporter Code (IEC)	Foreign Trade Development Officer, Office of the Joint Director General of Foreign Trade, Ministry of Commerce, Government of India	IEC Number: 5297001765	August 21, 1997	N.A.
2	License to work a factory (under Factories Act, 1948 and rules made thereunder)	Joint Director Industrial Safety and Health, Surat Region, Directorate Industrial Safety and Health, Gujarat State	License Number: 5861 Registration Number: 1421/18101/2009	January 19, 2016	December 31, 2020
3	Entrepreneurs Memorandum for setting up Micro, Small or Medium Enterprise for manufacturing unit	Manager, District Industries Centre, Surat, Government of Gujarat	EM2 -24-022-21-241198	March 4, 2014	N.A.
4	Entrepreneurs Memorandum for setting up Micro, Small or Medium Enterprise for registered office	General Manager, District Industries Center, Surat	EM No.: 24-022-12-00500	April 16, 2008	N.A.

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1	Permanent Account Number (PAN)	Income Tax Department, Government of India	AADCB1823E	May 22, 2007	Perpetual
2	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	SRTB02138D	N.A.	Perpetual
3	Certificate of Registration (under Gujarat Value Added Tax Act, 2003)	Assistant Commissioner of Commercial Tax Unit 12, Commercial Tax Department, Surat, Government of Gujarat	24221704056	May 3, 2008 Date of effectiveness January 18, 2008	Until Cancelled
4	Certificate of Registration (under Section 7 (1)/7 (2) of the Central Sales Tax Act, 1956)	Assistant Commissioner of Commercial Tax, Unit 12, Surat, Gujarat Commercial Tax	24721704056	May 3, 2008 Date of Validity: January 18, 2008	Until Cancelled
5	Central Excise Registration Certificate (under Rule 9 of Central Excise Rules, 2002)	Assistant Commissioner of Central Excise, Division II, Surat.	AADCB1823EXM001	October 30, 2007	Till the registrant carries on business for the purpose of issue or surrenders or revokes or suspended.
6	Registration of Service Tax (under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994)	Superintendent, Division – II, Surat, Central Board of Excise and Customs, Ministry of Finance, Department of Revenue	AADCB1823ESD001	December 26, 2012 Last amended on March 12, 2013	N.A.

LABOUR RELATED APPROVALS/REGISTRATIONS

The Company has obtained the following approvals related to Labour/employment related registrations:

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees Provident Fund and Miscellaneous Provisions Act, 1952)	Employees Provident Fund Organisation, Ministry of Labour, Government	GJ/SRT/37629	August 18, 2009

OTHER BUSINESS RELATED APPROVALS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Certificate of Recognition - One Star Export House (under Foreign Trade Policy 2015-2020)	Deputy Director General of Foreign Trade/Development Commissioner (SEZ), Ministry of Commerce and Industry, Government of India	A/4321	March 29, 2016 (Date of effectiveness March 17, 2016)	March 16, 2021
2	Registration-cum-Membership Certificate	Federation of Indian Export Organisations, Ministry of Commerce, Government of India	FIEO/AHD/13681/2015-2016/41 RCMC No.: AHD/41/2016-2017	February 13, 2015 Date of effectiveness April 1, 2015	March 31, 2017
3	Registration-cum-Membership Certificate	Agricultural and Processed Food Products Export Development Authority (APEDA), Ministry of Commerce, Government of India.	172377	August 6, 2014 Date of Registration March 6, 2014	March 5, 2019
4	Certificate of Membership	The Synthetic and Rayon Textiles Export Promotion Council	Membership Number: 19812328	May 10, 2016	March 31, 2017

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

Sr. No.	Trademark	Trade mark Type	Class	Applicant	Application No.	Date of Application	Validity/ Renewal	Registration status
1.		Device – Logo	35	Bindal Exports Private Limited	3328471	August 5, 2016	N.A.	Pending
2.	**BEARHUG**	Device – Word mark	24	Bindal Exports Private Limited	1787723	February 20, 2009	February 20, 2019	Registered

Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS: NOT APPLICABLE

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

1. The abovementioned approvals are in the name of "Bindal Exports Private Limited" and Company is yet to apply for these approvals post change of name to "Bindal Exports Limited".
2. Further, please note that the Certificate of Registration with The Southern Gujarat Chamber of Commerce and Industry with membership number L-2915 is in the Name of "J. B. Exports" and company has not applied for change of name to "Bindal Exports Limited"
3. Registration for Employees' State Insurance under Employees' State Insurance Act, 1948

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 August 30, 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 Annual General Meeting of our Company held on September 08, 2016 at the Registered Office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither our Company nor any of our Company, our Directors, our Promoter, relatives of Promoter, our Promoter Group and our Group Companies has been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other government authority. Neither our Promoter, nor any of our Directors or persons in control of our Company were or 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 or any other governmental authorities.

None of our Directors are associated with the securities market in any manner, including securities market related business.

ELIGIBITY 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 68 of this Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled "*General Information*" beginning on page 68 of this Prospectus.

5. The Company has Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 3 crore 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.

8. The Distributable Profit of the Company as per the restated financial statements for the year ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, and March 31, 2012 is as set forth below:

(Rs. In lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Distributable Profits*	5.95	1.46	6.70	9.10	8.38
Net Tangible Assets**	715.02	743.66	739.82	778.92	771.41
Net Worth***	629.48	623.54	626.55	619.85	610.75

** "Distributable profits" have been computed 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 and excluding deferred tax assets.*

**** "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. The post issue paid up capital of the Company shall be Rs. 460.04 lakhs.

10. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories.

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.bindalexports.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 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 SECURITIES AND EXCHANGE BOARD OF INDIA 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, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO THE STOCK EXCHANGE AND SEBI, A DUE DILIGENCE CERTIFICATE:

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
   - **A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
   - **B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
   - **C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED TO THE EXTENT APPLICABLE.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT FORM ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.- NOTED FOR COMPLIANCE**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS' AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN "ANNEXURE A"**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS 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 PROSPECTUS***

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(1) "WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE EQUITY SHARES OF THE ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – NOT APPLICABLE

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under Section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in this 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 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.bindalexports.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 September 9, 2016, the Underwriting Agreement dated September 9, 2016 entered into among the Underwriter and our Company and the Market Making Agreement dated September 13, 2016 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Prospectus and the website of the Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with BSE for its observations and BSE gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

BSE Limited ("BSE") has given vide its letter dated September 23, 2016 permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:-

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

FILING

The 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 SEBI at SEBI regional office, Western Regional Office, Unit No: 002, Ground Floor SAKAR I, Near Gandhigram Railway Station Opp. Nehru Bridge Ashram Road, Ahmedabad – 380 009, Gujarat, India. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 is delivered to the RoC situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, Gujarat, India

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, SME Platform of BSE has given its in-principle approval for using its name in our Prospectus *vide* its letter dated September 23, 2016. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Bank/Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue, Banker to the Company to act in their respective capacities have been obtained and is filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

Except as stated below, Our Company has not obtained any expert opinions:

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits
- Report on Restated Financials Statement

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 106 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 9, 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 unblocking or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 76 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Companies 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 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 unblocking of funds 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/ Investor Grievance Committee of the Board *vide* resolution passed at the Board Meeting held on August 30, 2016. For further details, please refer to the chapter titled "*Our Management*" beginning on page 175 of this Prospectus.

Our Company has appointed Hiren Shah as Company Secretary and Compliance Officer and she may be contacted at the following address:

Hiren Shah
Bindal Exports Limited
Block No. 270, Near Kumbharia Bus stand,
Surat-Kadodara Road, Kumbharia,
Surat – 395006, Gujarat, India
Tel: +91 0261 2640700
Fax: +91 0261 2640705
Email: hiren.shah@bindalexports.com
Website: www.bindalexports.com
Corporate Identification Number: U51109GJ2007PLC050915

Investors can contact the Company Secretary and 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 unblocking of funds, *etc*.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There are no changes in Auditors during the last three financial years

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 76 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Except as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations*, the terms of the 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 websites of the concerned stock exchanges 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 346 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Our Company shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled *"Dividend Policy"* on page 202 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 16 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page 112 of this Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, 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 346 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 8,000 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 8,000 Equity Shares subject to a minimum allotment of 8,000 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 8,000 Equity Share subject to a minimum allotment of 8,000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the 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 the SCSBs shall be unblocked within 4 working 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 Registered Office or with 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	Friday, September 30, 2016
ISSUE CLOSES ON	Thursday, October 6, 2016

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money,

with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

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 the SCSBs shall be unblocked within 6 working days of closure of issue.

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000 (Rupees One Lakh Only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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 that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the Main Board of BSE from the SME Stock Exchange on a later date subject to the following:

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

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 if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing of shares offered through the Prospectus. For further details of the market making arrangement please refer to chapter titled *"General Information"* beginning on page 68 of this Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 8,000 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 DEMATERIALISED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize 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, QFI's, 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 number 76 of this Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page number 346 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(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 295 and 302 of this Prospectus.

Following is the issue structure:

Public Issue of 12,48,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 16/- per Equity Share (including a premium of Rs. 6 per Equity Share) aggregating Rs. 199.68 Lacs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 11,84,000 Equity Shares ('the Net Issue') and , a reservation of 64,000 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	11,84,000 Equity Shares	64,000 Equity Shares
Percentage of Issue Size available for allocation	94.87 % of Issue Size	5.13 % of Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 8,000 equity shares and further allotment in multiples of 8,000 equity shares each. For further details please refer to the chapter titled "*Issue Procedure– Basis of Allotment*" on page 302 of the Prospectus.	Firm allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only	Through ASBA Process only
Minimum Application	**For QIB and NII:** Such number of Equity Shares in multiples of 8,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000 **For Retail Individuals** 8,000 Equity shares	64,000 Equity Shares of Face Value of Rs.10.00 each
Maximum Application Size	**For Other than Retail Individual Investors** For all other investors the maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable. **For Retail Individuals**: 8,000 Equity Shares	64,000 Equity Shares of Face Value of Rs. 10.00 each

Particulars	Net Issue to Public*	Market Maker Reservation Portion
Mode of Allotment	Compulsorily in dematerialised mode.	Compulsorily in dematerialised mode.
Trading Lot	8,000 Equity Shares	8000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of payment	The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the Issue.	

**50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is upto* Rs. *2,00,000 and the balance 50 % of the shares are reserved for applications whose value is above* Rs. *2,00,000.*

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the 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	Friday, September 30, 2016
ISSUE CLOSES ON	Thursday, October 6, 2016

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

ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "**Part B – General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(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 be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than 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, Registered Office of the Lead Manager to the Issue and office of the Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com.

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 (other than minor having valid depository accounts as per demographic details provided by the depositary), 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 (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the

prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

   a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

   b) Nothing contained in clause (a) shall apply to:
      I. Any transactions in derivatives on a recognized stock exchange;
      II. Short selling transactions in accordance with the framework specified by the Board;
      III. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
      IV. Any other transaction specified by the Board.

   c) No transaction on the stock exchange shall be carried forward;

   d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
      i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
viii. Any other transaction specified by the Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

(a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
(b) Such offshore derivative instruments are issued after compliance with ‘know your client’ norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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;
2. *The entire group of the investee company:* not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. *The industry sector in which the investee company operates:* not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the

Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 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. The 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), 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')

   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 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.

   The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

   The Applicant cannot apply on another Application Form after one Application Form has been submitted 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.

2. 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.

3. 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.

4. 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.

5. 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.
6. 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. 16/- 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

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.

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.

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 in 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 account number.

7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.

8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 64,000 Equity Shares shall be reserved for Market Maker. 5,92,000 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, Eligible QFIs, 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 September 9, 2016.

b) A copy of the Prospectus has been filed with the RoC in terms of Section 26 of the Companies Act, 2013.

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 submit more than five Application Forms per ASBA Account.

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 broadbase the reach of Investors by substantialy 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 respectively of the Issue Closing Date;
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

Our Company 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 all the stock exchanges 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 DEMATERIALSED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. Agreement dated September 7, 2016 among NSDL, the Company and the Registrar to the Issue;

b. Agreement dated August 1, 2016 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE564V01013

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 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 is 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 as may be applicable (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (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 40 of the Companies Act, 2013
(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
(e) The Issuer shall have Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.
(f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least Rs. 3 crore as per the latest audited financial results.
(g) The Issuer should have a track record of distributable profits in terms of section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of at least Rs. 5 Crores.
(h) The Post-issue paid up capital of the Issuer shall be at least Rs. 3 Crore. The post –issue paid up capital of our company will be Rs. 4.60 Crore.
(i) The Issuer shall mandatorily facilitate trading in demat securities.
(j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
(k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
(l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
(m) The Company should have a website.
(n) There has been no change in the promoter of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.
(o) Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lakhs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue")**. An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the 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 shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period.

Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the Main board of BSE from the SME Exchange on a later date subject to the following

(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principle 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.

2.1 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
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 rematerialized 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

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - R

Registered Office: Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India. Tel No: +91 0261 2640700; Fax No. : +91 0261 2640705
E-mail: info@bindalexports.com; Website: www.bindalexports.com; CIN: U51109GJ2007PLC050915

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

To,
The Board of Directors
BINDAL EXPORTS LIMITED

FIXED PRICE SME ISSUE

ISIN – INE564V01013

Date: _____

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Address

Email

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.

4. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 16/- per share [1 & 2]

(In Figures) (In Words)

[1] Please note that applications must be made in minimum of 8,000 shares and further multiples of 8,000 shares accordingly.
[2] Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS

☐ Individual(s)	- IND
☐ Non- Resident Indians (Non- Repatriation Basis)	- NRI
☐ Hindu Undivided Family*	- HUF
☐ Bodies Corporate	- CO
☐ Banks & Financial Institutions	- FI
☐ Mutual Funds	- MF
☐ National Investment Funds	- NIF
☐ Insurance Funds	- IF
☐ Insurance Companies	- IC
☐ Venture Capital Funds	- VCF
☐ Alternative Investment Funds	- AIF
☐ Others (Please Specify)	- OTH

*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS — **PAYMENT OPTION : Full Payment**

Amount Paid (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: ....., 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) 2) 3)	

TEAR HERE

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - R — **Acknowledgement Slip for Broker / SCSB / DP / RTA**

Application Form No.

DPID / CLID PAN

Received from Mr./Ms.

Address

Telephone/Mobile E-mail

No. of Equity Shares applied for	
in Figures	
in words	
Amount Paid (₹ in figures)	

SCSB Branch Stamp & Signature

ASBA Bank A/c No.	Name of Bank & Branch

TEAR HERE

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - R

	In Figures	In Words
No.of Equity Shares		
Amount Paid (₹)		

Stamp & Signature of Broker / SCSB / DP / RTA

ASBA Bank A/c No.:

Bank & Branch:

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

BINDAL EXPORTS LIMITED - 1 / 8

NR Application Form

COMMON APPLICATION FORM

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - NR
Registered Office: Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India. Tel No: +91 0261 2640700; Fax No. : +91 0261 2640705
E-mail: info@bindalexports.com; Website: www.bindalexports.com; CIN: U51109GJ2007PLC050915

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

To,
The Board of Directors
BINDAL EXPORTS LIMITED

FIXED PRICE SME ISSUE

ISIN – INE564V01013

Date : _____

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms. | | |

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 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be

rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected**.

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

(a) The Issuer may mention Price in the 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 8,000 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 8,000 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 8,000 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.

(a) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to 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.

(b) 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.

(c) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

(a) 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 Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) 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 in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER 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 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 Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.

ii. In case of applications submitted to the Designated Branches of the SCSBs, 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 blocked on application And ASBA Account Number and Name.

ii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise/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 APPLICATION FORM

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - REVISION - R
Registered Office: Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India. Tel No: +91 0261 2640700; Fax No. : +91 0261 2640705
E-mail: info@bindalexports.com; Website: www.bindalexports.com; CIN: U51109GJ2007PLC050915

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

To,
The Board of Directors
BINDAL EXPORTS LIMITED

FIXED PRICE SME ISSUE

ISIN – INE564V01013

Date: _____

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH 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 8,000 equity shares) (In Figures)	Price per Equity Share (₹) 16/- (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 8,000 equity shares) (In Figures)	Price per Equity Share (₹) 16/- (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	

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Paid (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: ....., 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) 2) 3)	

TEAR HERE

BINDAL EXPORTS 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

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - REVISION - R

	Option 1	Option 2	Option 3
No.of Equity Shares			NOT APPLICABLE
Issue Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

ASBA Bank A/c No.: _____

Bank & Branch: _____

Application Form No.

Revision Form – NR

COMMON APPLICATION FORM

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - REVISION - NR
Registered Office: Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India. Tel No: +91 0261 2640700; Fax No. : +91 0261 2640705
E-mail: info@bindalexports.com; Website: www.bindalexports.com; CIN: U51109GJ2007PLC050915

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

To,
The Board of Directors
BINDAL EXPORTS LIMITED

FIXED PRICE SME ISSUE
ISIN – INE564V01013

Date : _____

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH 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 8,000 equity shares) (In Figures)	Price per Equity Share (₹) 16/- (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 8,000 equity shares) (In Figures)	Price per Equity Share (₹) 16/- (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	

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Paid (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
Date: ....., 2016	1)	
	2)	
	3)	

TEAR HERE

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - REVISION - NR | **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

BINDAL EXPORTS LIMITED - PUBLIC ISSUE - REVISION - NR

	Option 1	Option 2	Option 3
No.of Equity Shares		NOT APPLICABLE	
Issue Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

ASBA Bank A/c No.: _____
Bank & Branch: _____

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 Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) All Applicants are required to make payment of the full application amount along with the Revision Form.

(b) 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 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.

6 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 (other than minor having valid depository accounts as per demographic details provided by the depositary);
- 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 8,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ 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 8,000 equity shares the allotment will be made as follows:

  i. Each successful Applicant shall be allotted 8,000 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 8,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 8,000 equity shares subject to a minimum allotment of 8,000 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 8,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

(f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ii. The balance net offer of shares to the public shall be made available for allotment to

- individual applicants other than retails individual investors and
- other investors, including corporate bodies/ institutions irrespective of number of shares applied for.

iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director 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 Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the 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 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 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 at a rate prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitution 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 done 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) ***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)
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
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/ Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to the Issue/ Public Issue Bank with whom the Public Issue Account(s) and Refund Account may be opened, and as disclosed in the Draft Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful

Term	Description
	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
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
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 Applicants in the Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer

Term	Description
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 Draft 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 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

Term	Description
	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
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be 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:

Term	Description
	//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
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated September 9, 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 public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 **("FEMA").** While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made**.** Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2016 **("FDI Policy 2016")**, which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. Further, DIPP has issued Press note 5, dated June 24, 2016 which introduces few changes in FDI Policy 2016. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2016 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is 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 FDI Policy of 2016, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue or otherwise in respect of the Bonds, in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue or otherwise in respect of the Bonds.

Any forwarding, distribution or reproduction of this document in whole or in part is unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions of the Bonds and the information contained in this Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles

Sr. No	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	**Table F Applicable.**
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	**Act**
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	**Articles**
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	**Auditors**
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	**Capital**
	(e) "The Company" shall mean BINDAL EXPORTS 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	**Executor or Administrator**

Sr. No	Particulars	
	Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	**Legal Representative**
	(h) Words importing the masculine gender also include the feminine gender.	**Gender**
	(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 on Poll and includes attorney duly constituted under	**Proxy**

Sr. No	Particulars	
	the power of attorney.	
	(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, 2013and 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**
	(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.1,00,000/- 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	**Increase of capital by the Company how carried into effect**

Sr. No	Particulars	
	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.	
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 instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	**New Capital same as existing capital**
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	**Non Voting Shares**
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	**Redeemable Preference Shares**
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;	**Provisions to apply on issue of Redeemable Preference Shares**

Sr. No	Particulars	
	(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	
10.	The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	**Reduction of capital**
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General	**Debentures**

Sr. No	Particulars	
	Meeting by a Special Resolution.	
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	**Issue of Sweat Equity Shares**
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	**ESOP**
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	**Buy Back of shares**
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	**Consolidation, Sub-Division And Cancellation**
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	**Issue of Depository Receipts**
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	**Issue of Securities**
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt,	**Modification of rights**

Sr. No	Particulars	
	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.	
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	**New Issue of Shares not to affect rights attached to existing shares of that class.**
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	**Shares at the disposal of the Directors.**
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	**Power to issue shares on preferential basis.**
21.	The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue	**Shares should be Numbered progressively and no share to be subdivided.**

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	to bear the number by which the same was originally distinguished.	
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	**Acceptance of Shares.**
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	**Directors may allot shares as full paid-up**
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him, accordingly.	**Deposit and call etc.to be a debt payable immediately.**
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	**Liability of Members.**
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	**Registration of Shares.**
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public and as regards return on allotments contained in Sections 39 of the Act.	
	CERTIFICATES	

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28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, if any, 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	**Share Certificates.**

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	with the provisions of Section 39 of the Act. (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	
29.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	**Issue of new certificates in place of those defaced, lost or destroyed.**
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	**The first named joint holder deemed Sole holder.**
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	**Maximum number of joint holders.**
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to	**Company not bound to recognise any interest in**

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	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.	**share other than that of registered holders.**
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	**Instalment on shares to be duly paid.**
	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	**Commission**
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	**Brokerage**
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by instalments.	**Directors may make calls**

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36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	**Notice of Calls**
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	**Calls to date from resolution.**
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	**Calls on uniform basis.**
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	**Directors may extend time.**
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	**Calls to carry interest.**
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	**Sums deemed to be calls.**
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the	**Proof on trial of suit for money due on shares.**

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	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.	
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	**Judgment, decree, partial payment motto proceed for forfeiture.**
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance or upon so much thereof, from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced 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	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up	**Company to have Lien on shares.**

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	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.	
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	**As to enforcing lien by sale.**
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	**Application of proceeds of sale.**
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or	**If call or installment not paid, notice may be given.**

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	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.	
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	**Terms of notice.**
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	**On default of payment, shares to be forfeited.**
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	**Notice of forfeiture to a Member**
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	**Forfeited shares to be property of the Company and may be sold etc.**
53.	Any Member whose shares have been forfeited shall	**Members still liable to pay**

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	notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, 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.	**money owing at time of forfeiture and interest.**
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	**Effect of forfeiture.**
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	**Evidence of Forfeiture.**
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	**Title of purchaser and allottee of Forfeited shares.**
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	**Cancellation of share certificate in respect of forfeited shares.**
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which	**Forfeiture may be remitted.**

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	the Director may deem reasonable.	
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	**Validity of sale**
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	**Surrender of shares.**
	TRANSFER AND TRANSMISSION OF SHARES	
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	**Execution of the instrument of shares.**
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	**Transfer Form.**
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing	**Transfer not to be registered except on production of instrument of transfer.**

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	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.	
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	**Directors may refuse to register transfer.**
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	**Notice of refusal to be given to transferor and transferee.**
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	**No fee on transfer.**
67.	The Board of Directors shall have power on giving not less than seven days pervious 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 debenture holder or other security holders.**
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after	**Custody of transfer Deeds.**

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	such period as they may determine.	
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	**Application for transfer of partly paid shares.**
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	**Notice to transferee.**
71.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	**Recognition of legal representative.**
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be	**Titles of Shares of deceased Member**

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	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 Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	**Notice of application when to be given**
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	**Registration of persons entitled to share otherwise than by transfer. (Transmission clause).**
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	**Refusal to register nominee.**
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	**Board may require evidence of transmission.**
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be	**Company not liable for disregard of a notice prohibiting registration of**

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	made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	**transfer.**
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	**Form of transfer Outside India.**
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	**No transfer to insolvent etc.**
	NOMINATION	
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Act 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 Act 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) lf 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**

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81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be; (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	**Transmission of Securities by nominee**
	DEMATERIALISATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	**Dematerialisation of Securities**
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	**Joint Holders**
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	**Joint and several liabilities for all payments in respect of shares.**
	(b) on the death of any such joint holders the survivor or	**Title of survivors.**

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	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;	
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	**Receipts of one sufficient.**
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	**Delivery of certificate and giving of notices to first named holders.**
	SHARE WARRANTS	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	**Power to issue share warrants**
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, 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**
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or	**Privileges and disabilities of the holders of share warrant**

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	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.	
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	**Issue of new share warrant coupons**
	CONVERSION OF SHARES INTO STOCK	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	**Conversion of shares into stock or reconversion.**
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	**Transfer of stock.**
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	**Rights of stock holders.**
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	**Regulations.**
	BORROWING POWERS	
93.	Subject to the provisions of the Act and these Articles, the	**Power to borrow.**

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	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.	
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	**Issue of discount etc. or with special privileges.**
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	**Securing payment or repayment of Moneys borrowed.**
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of	**Bonds, Debentures etc. to be under the control of the Directors.**

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	the Company.	
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	**Mortgage of uncalled Capital.**
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely 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	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	**Distinction between AGM & EGM.**
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	**Extra-Ordinary General Meeting by Board and by requisition**
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	**When a Director or any two Members may call an Extra Ordinary General Meeting**
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	**Meeting not to transact business not mentioned in notice.**
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether	**Chairman of General Meeting**

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	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.	
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	**Business confined to election of Chairman whilst chair is vacant.**
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	**Chairman with consent may adjourn meeting.**
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	**Chairman's casting vote.**
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	**In what case poll taken without adjournment.**
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	**Demand for poll not to prevent transaction of other business.**
	VOTES OF MEMBERS	
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any	**Members in arrears not to vote.**

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	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.	
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	**Number of votes each member entitled.**
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	**Casting of votes by a member entitled to more than one vote.**
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.	**Vote of member of unsound mind and of minor**
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may and in the case of resolutions relating to such business as may be prescribed by such 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**
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	**E-Voting**
114.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak	**Votes of joint members.**

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	and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles and as per provisions of the Act.	**Votes may be given by proxy or by representative**
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	**Representation of a body corporate.**
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	**Members paying money in advance.**
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	**Members not prohibited if share not held for any specified period.**
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	**Votes in respect of shares of deceased or insolvent members.**

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119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	**No votes by proxy on show of hands.**
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	**Appointment of a Proxy.**
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	**Form of proxy.**
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	**Validity of votes given by proxy notwithstanding death of a member.**
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.	**Time for objections to votes.**
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	**Chairperson of the Meeting to be the judge of validity of any vote.**
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and	**Number of Directors**

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	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	
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	**Qualification shares.**
127.	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	**Nominee Directors.**
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director	**Appointment of alternate Director.**

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	and not to the Alternate Director.	
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	**Additional Director**
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	**Directors' power to fill casual vacancies.**
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	**Sitting Fees.**
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	**Travelling expenses Incurred by Director on Company's business.**
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	**Meetings of Directors.**
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there	**Chairperson**

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	under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	**Questions at Board meeting how decided.**
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	**Continuing directors may act notwithstanding any vacancy in the Board**
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	**Delegation of Powers to committee.**
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	**Committee Meetings how to be governed.**
139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson 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**
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	**Meetings of the Committee**

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141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	**Acts of Board or Committee shall be valid notwithstanding defect in appointment.**
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	**Power to fill casual vacancy**
	POWERS OF THE BOARD	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	**Powers of the Board**
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	**Certain powers of the Board**
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	**To acquire any property , rights etc.**

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	(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 extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	**To insure properties of the Company.**
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	**To open Bank accounts.**
	(7) To secure the fulfilment of any contracts or	**To secure contracts by way**

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	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.	**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 in Section 187 of the Act, all investments shall be made and held in the Company's own name.	**To invest and deal with money of the Company.**
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property	**To give Security by way of indemnity.**

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	(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;	
	(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 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	**Transfer to Reserve Funds.**

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	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 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	**To appoint Attorneys.**

Sr. No	Particulars	
	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.	

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	(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to 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	

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	on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to 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/ Whole-time Directors.**

Sr. No	Particulars	
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	**Remuneration of Managing or Whole-time Director.**
147.	(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers. (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time 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	**Powers and duties of Managing Director or Whole-time Director.**

Sr. No	Particulars	
	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.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
148.	a) Subject to the provisions of the Act,— i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may 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 authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	**Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer**
	THE SEAL	
149.	(a) The Board, if so resolved, may or may not provide a Common Seal for the purposes of the Company and if provided have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Board shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	**The seal, its custody and use.**
150.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf and except in the presence of any one directors and of the secretary or such other person as the Board may appoint for the purpose; and those director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their	**Deeds how executed.**

Sr. No	Particulars	
	presence.	
	Dividend and Reserves	
151.	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	**Division of profits.**
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	**The company in General Meeting may declare Dividends.**
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	**Transfer to reserves**
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the	**Interim Dividend.**

Sr. No	Particulars	
	company.	
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	**Debts may be deducted.**
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	**Capital paid up in advance not to earn dividend.**
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	**Dividends in proportion to amount paid-up.**
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	**Retention of dividends until completion of transfer under Articles.**
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or 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.**
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	**Effect of transfer of shares.**
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	**Dividend to joint holders.**
162.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by Cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	**Dividends how remitted.**

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	b) Every such Cheque or warrant shall be made payable to the order of the person to whom it is sent.	
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	**Notice of dividend.**
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	**No interest on Dividends.**
	CAPITALIZATION	
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that 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.	**Capitalization.**
166.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall — (a) make all appropriations and applications of the	**Fractional Certificates.**

Sr. No	Particulars	
	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.	
167.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	**Inspection of Minutes Books of General Meetings.**
168.	a) The Board shall from time to time determine whether and to what extent and at what times and places and	**Inspection of Accounts**

Sr. No	Particulars	
	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.	
	FOREIGN REGISTER	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	**Foreign Register.**
	DOCUMENTS AND SERVICE OF NOTICES	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	**Signing of documents & notices to be served or given.**
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	**Authentication of documents and proceedings.**
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any	

Sr. No	Particulars	
	liability.	
	INDEMNITY	
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract 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 favour, 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.**
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	**Not responsible for acts of others**
	SECRECY	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting	**Secrecy**

Sr. No	Particulars	
	all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	**Access to property information etc.**

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which are attached to the copy of the Prospectus is 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 Block No. 270, Near Kumbharia Bus stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat - 395006, India from date of filing this Prospectus with Registrar of Companies on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated September 9, 2016 between our Company and the Lead Manager.
2. Registrar Agreement/ MOU dated September 9, 2016 between our Company and Bigshare Services Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated September 9, 2016 between our Company and Underwriter viz. Lead Manager.
4. Market Making Agreement dated September 13, 2016 between our Company, Market Maker and the Lead Manager.
5. Public Issue Banker/Banker to the Issue and Refund Banker to the Issue Agreement dated September 9, 2016 amongst our Company, the Lead Manager, Public Issue Bank/ Banker to the Issue and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 7, 2016
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 1, 2016

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated August 30, 2016 authorizing the Issue
3. Special Resolution of the shareholders passed at the AGM dated September 08, 2016 authorizing the Issue.
4. Statement of Tax Benefits dated September 9, 2016 issued by our Peer Reviewed Auditor, M/s. N. K. Aswani & Co., Chartered Accountants
5. Report of the Peer Reviewed Auditor, M/s. N. K. Aswani & Co., Chartered Accountants dated September 9, 2016 on the Restated Financial Statements for the financial year ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 & March 31, 2012 of our Company.
6. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue, Bankers to the Company to act in their respective capacities.
7. Copy of approval from BSE Limited *vide* letter dated September 23, 2016, to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE Limited.
8. Due Diligence Certificate dated September 12, 2016 from Lead Manager to BSE Limited.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

Signed by all the Directors of our Company

Name and designation	Signature
Ravindrakumar Arya *Chairman & Managing Director*	
Anupam Arya *Executive Director*	
Apurva Arya *Non-Executive Director*	
Ashok Sharda *Independent Director*	
Seema Asawa *Independent Director*	

Signed by Chief Financial Officer and Company Secretary & Compliance Officer of the Company

Nishidha Arya

Chief Financial Officer

Hiren Shah

Company Secretary & Compliance Officer

Place: Surat, Gujarat
Date: September 26, 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.	Vidli Restaurants Limited	1.31	10.00	February 15, 2016	12.00	149.50 % (4.23%)	174.50% (8.91%)	400.00% (19.52%)
2.	Ruby Cables Limited	10.50	50.00	April 13, 2016	50.90	0.00% (-0.54%)	-18.40% (8.51%)	Not Applicable
3.	Sysco Industries Limited	2.17	10.00	April 13, 2016	12.00	117.50%(-0.54%)	92.00% (8.51%)	Not Applicable
4.	Lancer Container Lines Limited	1.848	12.00	April 13, 2016	12.60	32.08%(-0.54%)	31.25% (8.51%)	Not Applicable
5.	Yash Chemex Limited	2.51	23.00	June 20, 2016	23.85	18.26% (3.90%)	9.13% (6.58%)	Not Applicable
6.	Titaanium Ten Enterprise Limited	2.74	15.00	July 14, 2016	16.00	15.33% (0.75%)	Not Applicable	Not Applicable
7.	Commercial Syn Bags Limited	7.66	24.00	July 14, 2016	28.80	49.58% (0.75%)	Not Applicable	Not Applicable
8.	Shiva Granito Export Limited	5.04	12.00	September 06, 2016	13.95	Not Applicable	Not Applicable	Not Applicable
9.	Sprayking Agro Equipment Limited	1.86	21	September 14, 2016	24.00	Not Applicable	Not Applicable	Not Applicable
10.	Narayani Steels Limited	11.52	32	September 14, 2016	33.45	Not Applicable	Not Applicable	Not Applicable

Note- Gretex Industries Limited, Sakar Healthcare Limited and Nandani Creation Limited have filed the RHP/Prospectus with the RoC.

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 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
13-14	*1	6.855	-	-	-	-	1	-	-	-	-	-	1	-
14-15	**5	56.844	-	-	-	-	-	5	-	-	-	-	2	3
15-16	***9	54.01	-	-	1	2	2	4	-	-	2	4	3	-
16-17	****9##	45.84	-	-	-	1	2	3	-	-		-	-	-

*The scripts of Si. Vi. Shipping Corporation Limited was listed on March 6, 2014.

**The scripts of Women's Next Loungeries Limited, Ultracab (India) Limited, Momai Apparels Limited, Jet Infraventure Limited and Supreme(India) Impex Limited were listed on April 21, 2014, October 10, 2014, October 16, 2014, November 25, 2014, and March 31, 2015 respectively.

***The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

****The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited and Narayani Steels Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016 and September 14, 2016 respectively.

##The Scripts of Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited and Narayani Steels Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 30 Days, 30 Days and 30 Days respectively from the date of listing.