



## Kwality Pharmaceuticals Limited

CIN U24232PB1983PLC005426

Our Company was incorporated as 'Kwality Pharmaceuticals Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 4, 1983 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. Thereafter, our Company was converted into a public limited company under the Companies Act, 2013 and the name of our Company was changed to its present name 'Kwality Pharmaceuticals Limited' pursuant to fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated December 28, 2015 issued by the Registrar of Companies, Chandigarh. For further details of our Company, please refer to the chapters titled 'General Information' and 'History and Certain Corporate Matters' on page numbers 42 and 120, respectively, of the Prospectus.

**Registered Office:** Village Nagkalan, Majitha Road, Amritsar, Punjab – 143 601, India

**Tel:** +91- 0183-2774321-25; **Fax:** +91- 0183-2774477;

**Website:** www.kwalitypharma.com, **E-mail:** cs@kwalitypharma.com

**Company Secretary and Compliance Officer:** Ms. Pallavi Agarwal

**PROMOTERS: MR. RAMESH ARORA, MR. AJAY ARORA**

**PUBLIC OFFER OF 13,80,000 EQUITY SHARES OF FACE VALUE OF ` 10.00 EACH OF KWALITY PHARMACEUTICALS LIMITED ("THE COMPANY" OR "KPL") FOR CASH AT A PRICE OF ` 45.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ` 35.00 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ` 621.00 LAKHS ("THE OFFER") CONSISTING OF A FRESH ISSUE OF 1,80,000 EQUITY SHARES AGGREGATING TO ` 81.00 LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 12,00,000 EQUITY SHARES BY TR METALS PRIVATE LIMITED ("SELLING SHAREHOLDER") AGGREGATING TO ` 540.00 LAKHS ("OFFER FOR SALE") AND TOGETHER WITH THE FRESH ISSUE ("THE OFFER") OF WHICH, 72,000 EQUITY SHARES AGGREGATING TO ` 32.40 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF 13,08,000 EQUITY SHARES OF FACE VALUE OF ` 10.00 EACH AT AN OFFER PRICE OF ` 45.00 PER EQUITY SHARE AGGREGATING TO ` 588.60 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.60% AND 25.21%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE OFFER " ON PAGE 253 OF THIS PROSPECTUS.**

**THIS OFFER IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. THIS OFFER IS A FIXED PRICE OFFER AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "OFFER PROCEDURE" ON PAGE 259 OF THIS PROSPECTUS.**

All potential investors i.e. Qualified Institutional Buyers, Non-Institutional Investors and Retail Investors shall participate in the Offer 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 more details please refer chapter titled "Offer Procedure" beginning on page 259 of this Prospectus.

**THE FACE VALUE OF THE EQUITY SHARES IS ` 10 EACH AND THE OFFER PRICE OF ` 45.00 IS 4.5 TIMES OF THE FACE VALUE**

### RISKS IN RELATION TO FIRST OFFER

This being the first public offer of the Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is ` 10 and the Offer price of ` 45.00 per Equity Share is 4.5 times of the face value. The Offer Price (as determined by our Company in consultation with the Selling Shareholder and the Lead Manager, as stated under the chapter titled 'Basis for Offer Price' on page 66 of the 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 Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of the Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to the section titled 'Risk Factors' on page 13 of the Prospectus.

### COMPANY AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY



Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further the Selling Shareholder accepts the responsibility only for and confirms that the statements in relation to itself and the Equity Shares being sold by it in Offer for Sale contained in this Prospectus are true and correct in all material respects. The Selling Shareholder assumes no responsibility for any other statements including among others any statements made by or relating to our Company or its business in this Prospectus.

### LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the BSE SME Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, as amended, we are not required to obtain an in-principal listing approval for the shares being offered in this Offer. However, our Company has received an approval letter dated June 17, 2016 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE Limited ('BSE'). For the purpose of this Offer, the designated Stock Exchange will be the BSE.

### LEAD MANAGER TO THE OFFER

### REGISTRAR TO THE OFFER

 <b>GUINNESS</b> <i>Redefining Services</i>	 <b>BIG SHARE SERVICES</b>
<b>GUINNESS CORPORATE ADVISORS PRIVATE LIMITED</b> Guinness House, 18 Deshapriya Park Road, Kolkata - 700 026, West Bengal, India Tel: +91 - 33 - 3001 5555 Fax: +91 - 33 - 3001 5531 Email: gcapl@guinnessgroup.net Website: www.16anna.com Contact Person: Ms. Alka Mishra / Ms. Nimisha Joshi SEBI Registration No.: INM 000011930	<b>BIG SHARE SERVICES PRIVATE LIMITED</b> E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072. Tel: +91 - 022 40430200 Fax: +91 - 022 28475207 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Ashok Shetty SEBI Registration No.: INR000001385

### OFFER PROGRAMME

**OFFER OPENS ON:**

**Thursday, June 30, 2016**

**OFFER CLOSES ON:**

**Friday, July 08, 2016**



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**SECTION I: GENERAL****DEFINITIONS AND ABBREVIATIONS****DEFINITIONS**

<b>TERMS</b>	<b>DESCRIPTION</b>
“Kwality Pharmaceuticals Limited”, “KPL”, “Kwality”, “We” or “us” or “our Company” “the Company”	Unless the context otherwise requires, refers to Kwality Pharmaceuticals Limited, a Company incorporated under the Companies Act, 1956 having Registered Office at Village Nagkalan, Majitha Road, Amritsar, Punjab, India – 143 601
“you”, “your” or “yours”	Prospective Investors in this Offer

**CONVENTIONAL/GENERAL TERMS**

<b>TERMS</b>	<b>DESCRIPTION</b>
AOA / Articles / Articles of Association	Articles of Association of Kwality Pharmaceuticals 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 Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015
Banker to the Company	HDFC Bank Limited
Board of Directors/the Board/our Board/Director(s)	The Board of Directors of Kwality Pharmaceuticals Limited, including all duly constituted committees thereof
BSE	BSE Limited (the Designated Stock Exchange)
CIN	Corporate Identification Number
Companies Act / Act	The Companies Act, 1956 and Companies Act, 2013, to the extent amended and applicable.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
DIN	Directors Identification Number
Equity Shares / Shares	Equity Shares of our Company of face value of ₹ 10 each unless otherwise specified in the context thereof
Key Managerial Personnel / Key Managerial Employees	Key managerial personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013, as described in the section titled “Our Management” on page 125 of this Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Kwality Pharmaceuticals Limited, as amended
Non Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. <b>OCBs are not allowed to invest in this Offer.</b>
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company,



TERMS	DESCRIPTION
	Partnership Firm, Limited Liability Partnership, Joint Venture, or Trust or Any Other Entity or Organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters	Promoters of the Company being Mr. Ramesh Arora and Mr. Ajay Arora
Promoter Group Companies /Group Companies / Group Enterprises	Unless the context otherwise specifies, refers to those entities mentioned in the section titled “ <i>Our Promoters and Promoter Group</i> ” and “ <i>Group Companies / Entities</i> ” on page 139 and page 143 of this Prospectus.
Registered office of our Company	Village Nagkalan, Majitha Road, Amritsar Punjab – 143601, India.
RoC	Registrar of Companies, Punjab, H.P. and Chandigarh
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time
SEBI LODR Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
Selling Shareholder	TR Metals Private Limited
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of BSE/Stock Exchange	The SME platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations
Statutory Auditor / Auditors	M/s. Vijay Mehra and Co., Chartered Accountants the statutory auditors of our Company
SWOT	Analysis of strengths, weaknesses, opportunities and threats

## OFFER RELATED TERMS

TERMS	DESCRIPTION
Allotment/Allot	Unless the context otherwise requires, Transfer of the Equity Shares pursuant to the Offer
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount (ASBA)	Means an application for subscribing to an Offer containing an authorization to block the application money in a bank account
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the appropriate application amount of the ASBA applicant, as specified in the ASBA Application Form
ASBA Applicant(s)	Prospective investors in this Offer, who apply through the ASBA process. Pursuant to SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the potential Investors i.e. QIBs and Non-Institutional and Retail participating in this Offer are required to mandatorily use the ASBA facility to submit their applications.



TERMS	DESCRIPTION
ASBA Location(s)/Specified Cities	Location(s) at which ASBA application can be uploaded by the Brokers, namely Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Baroda and Surat
ASBA Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013, where the funds shall be transferred by the SCSBs from the bank accounts of the ASBA Investors
Basis of Allotment	The basis on which Equity Shares will be allotted to the Investors under the Offer and which is described in “Offer Procedure–Basis of Allotment” on page 268 of this Prospectus
Broker Centre	Broker centres notified by the Stock Exchanges, where 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 websites of the Stock Exchanges
Broker to the Offer	All recognized members of the stock exchange would be eligible to act as the Broker to the Offer
Business Day	Any day on which commercial banks are open for the business
Category I FPI	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II FPI	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III FPI	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CAN / 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.
Compliance Officer	The Company Secretary of our Company, Ms. Pallavi Agarwal
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Applications by the ASBA Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form used by ASBA Applicant and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Designated Date	The date on which funds are transferred from the ASBA Account(s) to the Public Issue Account in terms of this Prospectus.
Designated Market Maker	Guiness Securities Limited having Registered office at 216, 2 <sup>nd</sup> Floor, P.J. Towers, Dalal Street, Mumbai- 400 001, Mumbai, Maharashtra and Corporate office at Guiness House, 18, Deshapriya Park Road, Kolkata-700 026, West Bengal, India
Designated Stock Exchange	BSE Limited
Draft Prospectus	The Draft Prospectus dated June 07, 2016 filed with the BSE Limited
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants
Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement namely Big Share Services Private Limited



TERMS	DESCRIPTION
Fresh Issue/Offer	The fresh issue of 1,80,000 Equity Shares aggregating to ` 81.00 Lacs by our Company
Offer/Offer size/ initial public issue/Initial Public Offer/Initial Public Offering/Issue	Public Offer of 13,80,000 Equity Shares of ` 10/- each of Kwality Pharmaceuticals Limited for cash at a price of ` 45/- per share aggregating to ` 621.00 Lakhs consisting of a fresh issue of 1,80,000 Equity Shares aggregating to ` 81.00 Lakhs and an Offer for Sale of 12,00,000 Equity Shares aggregating to ` 540.00 Lakhs
Offer Opening date	The date on which the offer opens for subscription
Offer Closing date	The date on which the offer closes for subscription
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective applicants may submit their application
Offer Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being ` 45/-
Lead Manager/LM	Lead Manager to the Offer being Guinness Corporate Advisors Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Guinness Securities Limited is the sole Market Maker.
Market Maker Reservation Portion	The Reserved portion of 72,000 Equity shares of ` 10/- each at ` 45/- per Equity Share aggregating to ` 32.40 Lacs for Market Maker in the Public Issue of Kwality Pharmaceuticals Limited
Mutual Funds	A mutual Fund registered with SEBI under SEBI (Mutual Funds) Regulations, 1996
Memorandum of Understanding	The arrangement entered into on May 12, 2016 between our Company, and Lead Manager pursuant to which certain arrangements are agreed in relation to the Offer
Net Offer	The Net Offer (excluding the Market Maker Reservation Portion) of 13,08,000 Equity Shares of `10/- each at ` 45/- per Equity Share aggregating to ` 588.60 Lakhs by Kwality Pharmaceuticals Limited
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors / Applicant	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors, who apply for the Equity Shares of a value of more than ` 200,000.
Offer Account / Public Offer Account	Account opened with Bankers to the Offer to receive monies from SCSBs from the Bank Account of ASBA Applicants on the designated date
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Offer opening and closing dates and other information.
Public Issue Bank(s) / Banker to the Offer	The Banks which are clearing members and registered with SEBI as Bankers to the Offer wherein the Public Issue Account(s) of the Company will be opened. In this case being ICICI Bank Limited
Qualified Institutional Buyers or QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ` 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Registrar/Registrar to the Offer	Registrar to the Offer being Big Share Services Private Limited
Retail Individual Investor(s)	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ` 2,00,000





TERMS	DESCRIPTION
Refund Account	The account opened / to be opened with Public Issue Bank(s), from which refunds, if any, of the whole or part of application Amount shall be made.
Share Escrow Agreement	The Agreement among the Selling Shareholder, Our Company , the Escrow Agent and LM in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholder and credit of such Equity Shares to the demat account of allottees
Self-Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI Regulations and a list of which is available on <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Underwriter	Guinness Corporate Advisors Private Limited
Underwriting Agreement	The Agreement among the Underwriter , our Company and Selling Shareholder
Working Days	Working day shall be all trading days of Stock Exchanges excluding Sunday and bank holidays as per SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

#### COMPANY/INDUSTRY RELATED TERMS/TECHNICAL TERMS

TERMS	DESCRIPTION
API	Active Pharmaceutical Ingredients
CIS countries	Commonwealth of Independent States
ISO	International Organization for Standardization
GMP	Good Manufacturing Practises
R & D	Research and Development
SOP	Standard Operating Procedure
TRS	Technical Reports Series
WHO	World Health Organisation

#### ABBREVIATIONS

TERMS	DESCRIPTION
AGM	Annual General Meeting
AIF	Alternative Investment Fund
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A. Y.	Assessment Year
B. A	Bachelor of Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
C. S	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting



TERMS	DESCRIPTION
EPS	Earning Per Equity Share
ESOP	Employee Stock Option Plan
EMD	Earnest Money Deposit
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India.
FPIs	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 intermediary in terms of the provisions of the SEBI Act,1992 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
FY / Fiscal	Financial Year
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (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
H.P.	Himachal Pradesh
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
INR / ` / Rupees	Indian Rupees, the legal currency of the Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
IFRS	International Financial Reporting Standards
ISIN	International Securities Identification Number
M. A	Master of Arts
M.B.A	Master of Business Administration
M. Com	Master of Commerce
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
ROC/Registrar of Companies	The Registrar of Companies
RONW	Return on Net Worth
SME	Small And Medium Enterprises





*Kwalita Pharmaceuticals Limited*

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TERMS	DESCRIPTION
US GAAP	US Generally Accepted Accounting Principles
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America



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

### **FINANCIAL DATA**

Unless stated otherwise, the financial data in this Prospectus is extracted from the financial statements of our Company for the fiscal years 2011, 2012, 2013, 2014 and 2015 and for the period ended December 31, 2015 and the restated financial statements of our Company for the fiscal years 2011, 2012, 2013, 2014 and 2015 and for the period ended December 31, 2015 prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009, as stated in the report of our Auditors and the SEBI Regulations and set out in the section titled "*Financial Information*" on page 147. 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 Regulations. Our fiscal years commence on April 1 and end on March 31. 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, US GAAP and IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein and we urge you to consult your own advisors regarding such differences and their impact on our financial data. 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 Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

### **CURRENCY OF PRESENTATION**

All 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. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One hundred thousand".

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

### **INDUSTRY & MARKET DATA**

Unless otherwise stated, Industry & Market data used throughout this Prospectus has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

### **DEFINITIONS**



For definitions, please see the chapter titled “*Definitions and Abbreviations*” beginning on page 2 of this Prospectus. In the section titled “*Main Provisions of the Articles of Association of our Company*” beginning on page 297 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## **INDUSTRY & MARKET DATA**

Unless otherwise stated, Industry & Market data used throughout this Prospectus has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

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



### **FORWARD LOOKING STATEMENTS**

Our Company has included statements in this Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business, plans and prospects are also forward-looking statements.

These forward-looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical fact. These forward-looking statements contained in this Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others General economic conditions, political conditions, regulatory changes pertaining to the relevant industry scenario in India, technological changes, our exposure to market risks which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, etc.

Further, the other important factors that could cause actual results to differ materially from expectations are as follows:

- Our ability to successfully implement our strategy, our growth and expansion, technological changes.
- Our exposure to market risks that have an impact on our business activities or investments.
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and Globally.
- Changes in foreign exchange rates or other rates or prices;
- Our failure to keep pace with rapid changes in pharmaceutical sector;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Changes in political conditions in India.
- The outcome of legal or regulatory proceedings that we are or might become involved in;
- Government approvals;
- Our ability to compete effectively, particularly in new markets and businesses;
- Our dependence on our Key Management Personnel and Promoter;
- Conflicts of interest with affiliated companies, the Group Entities and other related parties;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause Company's actual results to differ, see the section titled "*Risk Factors*" on page 13 of this Prospectus. By their nature, certain 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. Our Company, the Lead Manager, and their respective affiliates do not



have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange.

**SECTION II - RISK FACTORS**

*An Investment in equity involves higher degree of risks. Prospective investors should carefully consider the risks described below, in addition to the other information contained in this Prospectus before making any investment decision relating to the Equity Shares. The occurrence of any of the following events could have a material adverse effect on the business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to decline and you may lose all or part of your investment.*

*Prior to making an investment decision, prospective investors should carefully consider all of the information contained in this Prospectus, including the sections titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the "Financial Information" included in this Prospectus beginning on pages 86, 205 & 147 respectively. The occurrence of any of the following events could have a material adverse effect on our business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to fall significantly.*

*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.*

**Materiality**

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

- *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 the future.*

*The risk factors are as envisaged by the management. Wherever possible, the financial impact of the risk factors has been quantified.*

**INTERNAL RISK FACTORS**

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

There are outstanding legal proceedings involving our Company, our Promoters and our Directors. These proceedings are pending at different levels before various courts, tribunals, affiliate tribunals, enquiry officers, etc. For further details relating to legal proceedings initiated against the chapter titled "Outstanding Litigations and Material Developments" beginning on page 217 of this Prospectus.

Brief details of such outstanding litigations as of the date of this Prospectus are set-forth below and the amounts involved in these litigations have been disclosed to the extent they are ascertainable/ quantifiable:

***a. Litigations / Proceedings filed against our Company***

<b>Sr. No.</b>	<b>Nature of Matter</b>	<b>No. of Matters</b>	<b>Amount (to the extent quantifiable) (₹ in lacs)*</b>
1.	Litigation involving Criminal Laws	1	8.20
2.	Litigation involving Actions by Statutory/Regulatory Authorities	15	unascertainable
3.	Litigation involving Tax Liabilities	4	293.89
4.	Other Pending Litigations	1	1853.61



**b. Litigations / Proceedings initiated by our Company**

Sr. No.	Nature of Matter	No. of Matters	Amount (to the extent quantifiable) (` in lacs)*
1.	Litigation involving Criminal Laws	1	1
2.	Other Pending Litigations	1	5.33

**c. Litigations / Proceedings filed against our Directors/ Promoters**

Sr. No.	Nature of Matter	No. of Matters	Amount (to the extent quantifiable) (` in lacs)*
1.	Litigation involving Actions by Statutory/Regulatory Authorities	8	unascertainable

*\*The amounts mentioned above may be subject to additional interest rates being levied by the concerned authorities for delay in making payment. Amount of interest that may be levied is unascertainable as on the date of this Prospectus.*

Any developments in the proceedings, such as a change in Indian law or rulings against us, our Directors and/or our Promoters by appellate courts or tribunals may constrain us to make provisions in our financial statements that could increase our expenses and current liabilities and the same may result in an adverse material impact on our business, goodwill, results of operations and financial condition. For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 217 of this Prospectus.”

**2. Our Company operates under several statutory and regulatory permits, licenses and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations.**

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Failure by our Company to renew, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company’s operations and may have a material adverse effect on the business. For details please refer to Chapter titled “*Government and Other Approvals*” beginning on page no. 231 of the Prospectus.

**3. We, being a pharmaceutical Company, operate in a highly regulated and controlled industry. Any change in regulatory environment may have an impact on the business of the Company.**

We being a pharmaceutical Company operate in an industry which is highly regulated and controlled. The industry has extensive regulations pertaining to research, testing, and manufacturing, quality standards, selling and marketing of pharmaceutical products. The Company keeps itself abreast of the various developments relating to the regulatory environment and gears itself in order to comply with such regulatory changes, application and the renewal of regulatory approvals. However, in case the Company is unable to adapt itself to such regulatory changes, obtain the necessary approvals / renewals for all our products the business of the Company may be impacted adversely.


**4. Our Company has 9 registered trademarks for our products and labels. Failure or delay in renewing the same in the future may impact the Company’s rights to use them.**




The Company has 9 trademarks registered with Registrar of Trademarks under class 5. Any failure to renew registration of the aforesaid trademarks, may impact the Company's right to use them in future. Further, there can be no assurance that third parties may not infringe or copy our trademarks. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks, which may adversely affect our business, financial condition and results of operations. For further details, please refer to the chapter titled "Government and Other Approvals" on page 231 on this Prospectus.

5. ***We are yet to receive certain registrations in connection with the protection of our intellectual property rights, especially trademarks relating to our products. Any failure to protect our intellectual property rights could adversely affect our competitive position, business, financial condition and profitability.***

We have applied for certain registrations in connection with the protection of intellectual property rights, including trademarks, which are currently pending. The registration of any intellectual property right is a time-consuming process, and there can be no assurance that any such registration will be granted. In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property. Unless our trademarks are registered, we may only get passing off relief for our Trademarks, if used by others, which could materially and adversely affect our brand image, goodwill and business. Similarly, in case these registrations are rejected, our competitors may start marketing the products resulting in us losing out on market share and first mover protection, which could adversely affect our competitive position, business, financial condition and profitability. For more details please refer to the chapter "Government and Other Approvals" on 231 of this Prospectus.

6. ***Logo of our Company  is not registered with the Trademarks Registry. We are unable to assure the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.***

Our Company has made application for registration of our logo  with the Trademarks Registry, which is under process. Hence, our Company does not enjoy the statutory protection accorded to a registered trademark. The registration for the said trademark in our name is important to retain our brand equity. We have also applied for registration of certain other trademarks vis-à-vis our products. There is no assurance that the applications will be approved by the Trademarks Registry. In the event we are not able to obtain registrations in respect of such trade mark applications or if the oppositions filed against our trademark applications (if any), are successful, our Company may not be able to obtain the statutory protection available to us under the Trade Marks Act, 1999 for such trademarks. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate. Consequently, our Company is subject to the various risks arising out of the same, including but not limited to infringement or passing off our name/logos by a third party. For further details please refer to chapter titled 'Government and Other Key Approvals' on page 231 of this Prospectus.

7. ***Our Company doesn't own the premises of our Registered Office and Manufacturing unit at Amritsar and manufacturing unit at Himachal Pradesh.***

Our Registered Office and Manufacturing unit is situated at Village Nagkalan, Majitha Road, Amritsar, Punjab, is on leased premises. The same premises are owned by Mr. Ramesh Arora Mr. Ajay Arora, Promoters of the Company and the lease is for initial period of 49 years. Similarly, our another manufacturing unit is situated at Plot No. 1-A, industrial Area Raja Ka Bagh, Tehsil Nurpur, District Kangra, Jassur, Himachal Pradesh is also on leased premises. The same premise is owned by Government of Himachal Pradesh and the lease is for initial period of 95 years. As per the lease agreement, any breach of the terms / non renewal of the license agreement may require us to vacate the said premises which may cause disruption in our corporate affairs and business and impede our effective operations and thus adversely affect our profitability. For more information, see "Our Business—Properties" on page 102 of this Prospectus.



**8. *We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, changes in fixed assets, creation of any other charge, not to issue any personal guarantee by the guarantors, formulate any scheme of merger/amalgamation/acquisition/reconstitution, implement any schemes of expansion/ modernisation/ diversification/ renovation, substantial change in management of the Company, extending finance to associate concerns etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please refer Financial Indebtedness on page 203 of this Prospectus.

**9. *Any delay in production at, or shutdown of, any of our manufacturing facilities, could adversely affect our business, results of operations and financial condition.***

The success of our manufacturing activities depends on, among other things, the productivity of our workforce, compliance with regulatory requirements and the continued functioning of our manufacturing processes and machinery. Disruptions in our manufacturing activities could delay production or require us to shut down the affected manufacturing facility, which could adversely affect our finance and operations.

**10. *Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business if our Promoters do not remain associated with us.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all.

The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

**11. *We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.***

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the management team and staff could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

**12. *Our success is dependent on the quality control processes and any failure to maintain the quality of our products may affect our reputation and business.***

We believe that our success is dependent on our quality control processes. Our quality assurance department ensures quality controls at every stage of production, packaging and dispatch. We believe we



have built strong relationships with our customers due to the quality of our products which has translated into operational growth. In the event we are unable to maintain our quality control processes, for any reason whatsoever, our business, reputation and results of operations would be adversely affected.

**13. *Any fluctuations in prices of raw materials or shortage in supply of raw material for manufacturing our products, could adversely impact our business.***

Our Company is dependent mainly on the various raw materials and packaging materials for the manufacture of its products. Our Company is exposed to upward fluctuations in the prices of various raw materials and packing materials, as well as its availability, as we do not enter into any supply agreements with our suppliers and all raw materials are bought by our Company from various suppliers on order to order basis. Any upward fluctuation in the prices of the major raw materials or shortage in supply of any major raw material or any increase would result in increase of cost of production which may adversely impact the business of the Company. Further, with a view to reduce the cost of production and insulate itself from future rise in prices or mitigate the risk of shortage of raw material, the Company has always been innovative in sourcing of raw materials and packaging materials, and will continue to maintain this approach. In case the Company is not able to pass on any such increase to the consumers because of competition or otherwise, it may affect the profitability of the Company.

**14. *Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.***

We are operating in labour intensive industry. Our Company has been handling labour and related issues efficiently and this has contributed to the smooth functioning of the operations so far. However any non-availability of labourers and/or any dispute between the labour and management may affect the business operation of the Company.

**15. *Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution and actual cost may vary compared with the estimated amount.***

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on estimates of the management. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

**16. *The capacity of our current plant at Amritsar unit and Himachal Pradesh unit is not fully utilized.***

The capacity of our current plant at Amritsar unit and Jassur, Himachal Pradesh unit is not fully utilized, consecutively, if it continues so, it could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance. For details of these transactions, please refer to section titled "Our Business" at page 86 of this Prospectus.

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



***objectives.***

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

***18. We have not protected our assets through insurance coverage and our assets are under certain operating risks and this may have a material adverse impact on our business.***

We have not maintained adequate insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

***19. Our Company has availed the 15% central Capital Investment Subsidy Scheme 2003 from the District Industries Centre, Himachal Pradesh and failure to comply with the terms thereof may inter-alia lead to the subsidy being repayable immediately and may also result in sale of certain hypothecated assets of the Company by the District Industries Centre for recovery of the same.***

The Company has availed certain subsidy benefits under the 15% central Capital Investment Subsidy Scheme 2003 ("the Subsidy Scheme") from the Government of India. In furtherance thereof, the Company has entered into the Agreement of Availing Central Capital Investment Subsidy Scheme dated February 18, 2012 ("the Subsidy Agreement") and the Agreement of Hypothecation for Central Capital Investment Subsidy dated February 18, 2012 with the District Industries Centre, Kangra, Himachal Pradesh ("the DIC"). As per the terms of the Subsidy Agreement, the Government has sanctioned a Central Subsidy of Rs.29,93,850/- (Rupees Twenty Nine Lacs Ninety Three Thousand Eight Hundred and Fifty only) to the Company. Further, as security towards payment of any sum due to the DIC under the aforesaid Subsidy Scheme, the Company has hypothecated its machinery and equipment situated at the Himachal Unit in favour of the DIC by way of creation of first charge, to the extent of the sum of Rs.29,93,850/- (Rupees Twenty Nine Lacs Ninety Three Thousand Eight Hundred and Fifty only). In terms of the Subsidy Agreement, the Company is inter-alia prohibited from shifting the location of any part of the Himachal Unit or from disposing-off any part thereof. In the event, the Company fails to comply with the aforesaid, then it will be required to repay the subsidy immediately. Further, if the Company fails to comply with the terms of the Subsidy Scheme and repay the subsidy availed or any other moneys due to Government, then the DIC shall have the right to enforce the aforesaid security and sell the machinery and equipment. The same shall adversely affect the operations, financial conditions and business prospects of the Company.

***20. We have entered into certain related party transactions and may continue to do so.***

We have entered into related party transactions with our Promoters, its promoter group members/ entities and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 145 of this Prospectus.

***21. We have reported negative cash flows.***





The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

( In Lacs)

Particulars	As at December 31, 2015	As at 31 <sup>st</sup> March				
		2015	2014	2013	2012	2011
Net Cash from Operating Activities	(201.87)	139.85	(40.78)	782.92	48.85	113.39
Net Cash from Investing Activities	(327.04)	(228.00)	(431.86)	(130.55)	(115.94)	(57.31)
Net Cash used in Financing Activities	522.25	114.14	303.72	(466.75)	65.66	(74.07)

**22. We do not have a track record for payment of dividend on Equity Shares.**

We have not declared any dividend on our Equity Shares since inception as we had been deliberately pursuing the policy of covering back our profits to fund our expansion plans. The future payment of dividends, if any, would be based on the then available distributable profits and the recommendations of our Board of Directors.

**23. Our Company has unsecured loans, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our business operations and financial condition of our Company.**

As on December 31, 2015, our Company has unsecured loans aggregating to ` 21.97 lacs which are repayable on demand. For further details of these unsecured loans, please refer to chapter titled 'Financial Information' beginning on page 147 of this Prospectus. In case of any demand from lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

**24. Our liabilities may not be fully covered by insurance policies, which may expose us to substantial costs that could adversely affect our business, financial condition and results of operations.**

Our Company has insured itself against certain eventualities including against burglary, fire and special perils. While we have taken adequate and appropriate insurance coverage to take care of certain contingencies, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully or in part or will be paid on time. Mishaps or accidents at our Company's facilities may lead to property damages, property loss and accident claims. We cannot assure that we have taken out sufficient insurance to cover such and other material losses thereby adversely affecting our performance. To the extent that we suffer loss or damage for which we have not obtained or maintained insurance or which is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and thus our results of operations and financial performance could be adversely affected.

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

Upon completion of this Issue, our Promoters and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best





interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

**26. *The Promoters and Directors hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors and our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company please refer chapter titled "Our Management" at page 125 of this Prospectus.

**27. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

**28. *Some of our records relating to forms filed with the Registrar of Companies and share transfer forms are not traceable. We cannot assure you that these forms filings and share certificates will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.***

We have been unable to locate copies of certain of our corporate records, such as Form 2 pertaining to the allotment of shares of the Company, filed by us with the Registrar of Companies, since incorporation of the Company till the March 29, 2003. While we believe that these forms were duly filed on a timely basis, we have not been able to obtain copies of these documents from the Registrar of Companies or otherwise. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. In addition, we have been unable to locate share transfer deeds executed in relation to share transfers. Though, we have details of these allotments through Minute Book and internal registers, we cannot assure you that these form filings, the certificates and the share transfer deeds will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

**29. *Our Company will not receive any proceeds from the Offer for Sale.***

This Offer comprises of an offer for sale of 12,00,000 Equity Shares by TR Metals Private Limited. The proceeds from the Offer pertaining to the above sale shares will be paid to Selling Shareholder for the Equity Shares offered by it in the Offer and we will not receive any proceeds from the Offer. For further details, please refer the chapter titled "Objects of the Offer" on page no. 61 of this Prospectus.

**30. *Our Company has not complied certain provisions of The Companies Act, 2013, such non compliances may attract penalties.***



Our company has not complied with certain provisions of section 185 of the Companies Act 2013 while giving loan to relative of Director. Though we have not received any show cause notice for such non compliance, we cannot assure that no penalties will be imposed by relevant authorities in this respect which may affect our financial condition.

**31. *The requirements of being a listed Company may strain our resources.***

As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted Company. We will be subject to the SEBI LODR Regulations and Listing Agreement with the BSE Limited, which require us to file audited annual and unaudited half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed Companies. As a listed Company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, for which significant resources and management overview will be required.

**RISKS RELATING TO THE EQUITY SHARES**

**32. *Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

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

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

**34. *The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.***

Prior to the offer, there has been no public market for our Equity Shares, and an active trading market on the SME Platform of BSE. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the Education Sector, developments relating to India and volatility in the Exchange and securities markets elsewhere in the world. However, the LM will arrange for compulsory market making for a period of 3 years from the date of listing as per the regulations applicable to the SME Platforms under SEBI (ICDR) Regulations, 2009.

**35. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE in a timely manner, or at all.***

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued



and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**36. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Guinness Securities Limited is acting as Designated Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers please refer to the section titled "General Information – Details of the Market Making Arrangement for this Issue" on page 45 of this Prospectus.

**37. *There are restrictions on daily 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.***

Following the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, 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 our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may 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 will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

## **EXTERNAL RISK FACTORS**

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

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

**39. *Changing laws, rules and regulations including adverse application of tax laws and regulations-such as***



***application of goods and service tax could adversely affect our business, results of operations and cash flows.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. Please refer to the section “Regulations and Policies” beginning on page 105 for details of the laws currently applicable to us.

For instance, 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. Although the Government announced that it is committed to introduce GST with effect from April 1, 2016, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Recently, the Central Government pursuant to a notification dated May 19, 2015 notified an increase in service tax rate from 12.36% to 14% (with effect from June 1, 2015), as was proposed in Union Budget 2015. The levy of Education Cess and Secondary and Higher Education Cess on taxable services ceased to have effect from June 1, 2015. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payables. Additionally, the central or state government may in the future increase the corporate income tax it imposes.

**40. *Our business may be adversely affected by competition laws in India and any adverse application or interpretation of the Competition Act could adversely affect our business.***

The Competition Act, 2002, as amended (the “Competition Act”), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of clients in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation.

**41. *Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.***

The revenues recorded and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

**42. *Natural calamities and force majeure events may have an adverse impact on our business.***



Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

**43. *Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.***

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 ("IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

**44. *Restrictions on foreign investment limit our ability to raise debt or capital outside India.***

Indian laws constrain our ability to raise capital outside India through the issuance of equity or convertible debt securities and restrict the ability of non-Indian companies to invest in us. Foreign investment in, or an acquisition of, an Indian company requires approval from the relevant government authorities in India, including the Reserve Board of India and the Foreign Investment Promotion Board.

**45. *Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or 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 is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

**46. *Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

**47. *Third party statistical and financial data in this Prospectus may be incomplete or unreliable.***



We have not independently verified any of the data from industry publications and other sources referenced in this Prospectus and therefore cannot assure you that they are complete or reliable. Discussions of matters relating to India, its economies or the industries in which we operate in this Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

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

A majority of the provisions and rules under the Companies Act, 2013 have 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 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, specific compliance requirements such as obtaining prior approval from audit committee, board of directors and shareholders for certain related party transactions and the requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 is expected to be complemented by a set of rules that shall set out the procedure for compliance with the substantive provisions of the Companies Act, 2013. In the absence of such rules, it is difficult to predict with any degree of certainty the impact, adverse or otherwise, of the Companies Act, 2013 on the issue, and on the business, prospects and results of operations of the Company.





### Prominent Notes:

1. Public Offer of 13,80,000 Equity Shares of face value of Rs.10 each of Kwality Pharmaceuticals Limited (“the Company” or “KPL”) for cash at a price of ` 45.00 per equity share (including a share premium of ` 35.00 per equity share) (“Offer Price”) aggregating to ` 621.00 lakhs (“the Offer”) consisting of a fresh issue of 1,80,000 equity shares aggregating to ` 81.00 lakhs (the “Fresh Issue”) and an Offer for Sale of 12,00,000 equity shares by TR Metals Private Limited (“Selling Shareholder”) aggregating to ` 540.00 lakhs (“offer for sale”) and out of “the offer” 72,000 equity shares aggregating to ` 32.40 lakhs will be reserved for subscription by market maker (“market maker reservation portion”). The offer less the market maker reservation portion i.e. offer of 13,08,000 equity shares of face value of ` 10.00 each at an offer price of ` 45.00 per equity share aggregating to ` 588.60 lakhs is hereinafter referred to as the “net offer”. The offer and the net offer will constitute 26.60% and 25.21%, respectively of the post offer paid up equity share capital of our Company.
2. This Issue is being made for at least 25% of the post issue paid up Equity Share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957 as amended. 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, since our is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:
  - a) Minimum fifty percent to retail individual investors; and
  - b) Remaining to:
    - i. Individual applicants other than retail individual investors; and
    - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

3. The average cost of acquisition of Equity Shares by our Promoters:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Ramesh Arora	14,83,008	14.35
Mr. Ajay Arora	6,97,814	19.56

*Note :The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares. For more information, please refer to the section titled “Capital Structure” on page 48 of this Prospectus.*

4. Our Net worth as on March 31, 2015 is Rs. 1867.41 Lacs and as on December 31, 2015 is Rs. 2206.49 Lacs as per Restated Standalone Financial Statements.
5. Our Net worth as on March 31, 2015 is Rs. 1868.61 Lacs and as on December 31, 2015 is Rs. 2206.11 Lacs as per Restated Consolidated Financial Statements.
6. The Book Value per share as on March 31, 2015 is Rs. 37.29 and as on December 31, 2015 is Rs. 44.06 as per Restated Standalone Financial Statements.
7. The Book Value per share as on March 31, 2015 is Rs. 37.31 and as on December 31, 2015 is Rs. 44.05 as per Restated Consolidated Financial Statements.



8. Our Company was originally incorporated as Kwality Pharmaceuticals Private Limited on May 4, 1983 with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh as a private limited Company under the provisions of the Companies Act 1956 .Further pursuant to conversion into public limited Company the name of our Company changed to Kwality Pharmaceuticals Limited vide a fresh certificate of incorporation dated December 28, 2015 issued by the Registrar of Companies, Chandigarh.
9. In the event of over subscription, allotment shall be made on proportionate basis in consultation with the BSE Limited, the Designated Stock Exchange. For more information, please refer to "*Basis of Allotment*" on page 268 of this Prospectus. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
10. Investors are advised to refer to the paragraph on "*Basis for Offer Price*" on page 66 of this Prospectus before making an investment in this Issue.
11. No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, key management employee, associate companies, or Group Companies.
12. Investors may contact the Lead Manager or the Compliance Officer for any complaint/clarifications/information pertaining to the Issue. For contact details of the Lead Manager and the Compliance Officer, refer the front cover page.
13. Other than as stated in the section titled "*Capital Structure*" beginning on page 48 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
14. Except as mentioned in the sections titled "*Capital Structure*" beginning on page 48 of this Prospectus, we have not issued any Equity Shares in the last twelve months.
15. Except as disclosed in the sections titled "*Our Promoters and Promoter Group*" or "*Our Management*" beginning on pages 139 and 125 respectively of this Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.
16. Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the Issue. Investors are free to contact the LM for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.
17. For transactions in Equity Shares of our Company by the Promoters, Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled "*Capital Structure*" on page 48 of this Prospectus.
18. The is no contingent liabilities as on December 31, 2015
19. For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "*Financial Statements*" on page 147 of this Prospectus.
20. Except as disclosed in the section titled "*Group Companies / Entities*" on page 143, none of our Group Companies have business interest in our Company.
21. For interest of Promoters please refer to the section titled "*Our Promoters and Promoter Group*" beginning on page 139 of this Prospectus.



22. The details of transactions with the Group Companies/ Entities and other related party transactions are disclosed as Annexure XXIII of restated financial statement under the section titled “*Financial Statements*” on page 147 of this Prospectus.



## **SECTION III: INTRODUCTION**

### **SUMMARY OF OUR INDUSTRY**

*This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Prospectus, including the information on “Risk Factors” and related notes on page 13 of this Prospectus before deciding to invest in Equity Shares.*

#### **INDUSTRY OVERVIEW**

##### **The Global Pharmaceutical Industry**

According to the Economic Intelligence Unit (EIU), pharmaceutical sales are projected to increase an average of 6.9 percent annually over 2014-2018, outpacing the estimated global health care spending rate of 5.2 percent during that same period. Total pharma revenues are expected to increase from \$1.23 trillion in 2014 to \$1.61 trillion in 2018. In addition to oncology drugs, the cardiovascular therapeutic class will likely prosper, with four of the 10 projected blockbusters drugs belonging to the category. Spending on midmarket prescription drugs used for treating common chronic diseases is likely to stagnate as prices fall. Demand for generic drugs will continue to rise as payors take advantage of patent expiries to reduce costs.

##### **The Indian Pharmaceutical Industry**

###### **Introduction**

The Indian pharmaceuticals market is the third largest in terms of volume and thirteen largest in terms of value. Branded generics dominate the pharmaceuticals market, constituting nearly 70 to 80 per cent of the market. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Currently, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level.

###### **Current Scenario**

The Indian pharmaceutical industry is estimated to grow at 15.92 per cent compound annual growth rate (CAGR) over the next five years. Presently, the market size of the pharmaceutical industry in India stands at US\$ 20 billion. As on March 2014, Indian pharmaceutical manufacturing facilities registered with the US Food and Drug Administration (FDA) stood at 523, highest for any country outside the US.

India's biotechnology industry comprising bio-pharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics is expected grow at an average growth rate of around 30 per cent a year and reach US\$ 100 billion by 2025. Biopharma, comprising vaccines, therapeutics and diagnostics, is the largest sub-sector contributing nearly 62 per cent of the total revenues at Rs 12,600 crore (US\$ 1.90 billion).



## Executive Summary

Leading pharma producer	• Indian pharmaceutical sector accounts for about 2.4 percent of the global pharmaceutical industry in value terms and 10 percent in volume terms
One of the highest exports	• India accounts for 20 percent of global exports in generics
Among fastest growing industries	• The country's pharmaceutical industry is expected to expand at a CAGR of 22.42 percent over 2015–20 to reach USD 55 billion
Rapidly growing healthcare sector	• Indian healthcare sector, one of the fastest growing sectors, is expected to advance at a CAGR of 17 percent to reach USD 250 billion over 2008–20
Growing generics market	• The generics market is expected to grow to USD 26.1 billion by 2016 from USD 14.2 billion in 2015; India's generics market has immense potential for growth
Ranked 5th in terms of attracting FDI	• Cumulative FDI inflows worth USD 13.3 billion from April 2000 to May 15 • Attracted 5.19 percent of the total FDIs into India from April 2000 to May 15

## Advantage India

### Cost efficiency

- Low cost of production and R&D boosts efficiency of Indian pharma companies
- India's cost of production is approximately 60 per cent lower than that of the US and almost half of that of Europe
- Due to lower cost of treatment, India is emerging as a leading destination for medical tourism

### Economic drivers

- Economic prosperity to improve drug affordability
- Increasing penetration of health insurance
- With increasing penetration of chemists, especially in rural India, OTC drugs will be readily available

### Policy support

- Government unveiled 'PharmaVision 2020' aimed at making India a global leader in end-to-end drug manufacturer
- Reduced approval time for new facilities to boost investments
- In this sector, 100 percent FDI is allowed under automatic route

### Diversified portfolio

- Accounts for over 10 percent of the global pharmaceutical production
- Over 60,000 generic brands across therapeutic categories. Manufactures more than 500 different APIs
  - 49 percent of all drug master filings from India is registered in the USA



## **SUMMARY OF OUR BUSINESS**

### **Overview**

Our Company 'Kwality Pharmaceuticals Limited' was incorporated on May 04, 1983 vide Certificate of Incorporation issued by the Registrar of Companies, Punjab, H.P. and Chandigarh. We are engaged in the business of manufacturing of broad range of finished pharmaceutical formulations in a dosage form. We carry out our production through our state-of-the-art manufacturing units situated at 6th Mile Stone, Village Nag Kalan, Majitha Road, Amritsar - 143006, Punjab, which is also our registered/administrative office and another manufacturing facility situated at 1-A Industrial Area, Raja ka bagh, Jassur - 176201, Himachal Pradesh. Both our manufacturing facilities are well equipped and multiple products are manufactured at these facilities. Since incorporation our Company is ever progressing in Domestic and International market based on our commitment towards high quality and timely supplies. We provide specified and quality products for our customers while maintaining honesty, integrity and loyalty to our employees and customers.

Our Company has the most modern & sophisticated plant, equipments, technique and manpower. Our company is ISO-9001:2000 and ISO 14001:2004 certified, and we are working with new SCHEDULE M and W.H.O. norms and certified with GMP and WHO certificate. Our production is based on standards laid down in pharmacopeia and technical reports series (TRS) guidelines of WHO (world health organization). The working of the Company is defined in quality manual and exhibited in site master file of the Company for each location. The working of the Company is governed by standard operating procedures (SOP). The Company is shortly going to be digitalized for all its working and records as per SOP. As per these standards, we keep all records of inputs and testing of inputs used in production. Further, the in-process testing records are maintained and finished goods are also tested and then allowed for sale. Our Company maintains complete traceability record of goods as per batch wise, order wise and sale bill wise. We are taking extreme care for environment of working premises, surroundings, machinery. The training program of staff, food and health of workers are in place. We are keeping the records of all transaction.

### **Our Competitive Strength**

#### ***Experienced Management Team and cohesive teamwork***

We believe that, leadership is the result of team work allowing issues and ideas to be developed, widening our competitive advantage. Our Promoters, who also form part of Board of Directors of our Company, have a proven background and rich experience of more than three decades in the manufacturing of pharmaceutical formulations. Also, our Company is managed by a team of experienced personnel. The team comprises of personnel having technical, operational and business development experience. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. The cohesive teamwork in our Company gives wide and competitive edge over other players in the field and benefits the Company as well as our customers. It is also expected to help us in addressing and mitigating various risks inherent in our business, including technical problems, significant competition, reliance on independent contractors and the global economic crisis etc.

#### ***Identification of Consumer Preferences***

Our core competency lies in understanding the prevailing needs of our customers and accordingly manufacturing products assuring our customers quality. In addition, our competency also lies in identifying the gaps and foraying into the untapped market segments with unique products. Our Company is a marketing centric organisation and works on the consumer's need and accordingly modifies the product and design know-how. We have also set up a very effective customer care department under the leadership of managing director of the Company. The motto of the customer care department is the prompt response to customers with regard to dossiers, samples, prices and track of their order. We have an in house arrangement to make designs for packaging and after taking the approval from our customers.





### ***Quality Assurance and Standards***

We always target to offer quality products to our customers. We adopt quality check to ensure the adherence to desired specifications and quality. We have established world class quality standards and our production is based on standards laid down by standard operating procedure (SOP's) and defined method of working by SOP's. We have set up a laboratory which is fully equipped for checking the quality of the inputs processes and finished products. Our Company maintains complete traceability record of goods as per batch wise, order wise and sale bill wise. Since, our Company is dedicated towards quality products, processes and inputs; we get repetitive orders from our customers as we are capable of meeting their standards.

### ***Diversified product mix***

Our Company manufactures tablets, capsules, small volume liquid injections, liquid syrups, dry syrup, dry injection, dental cartridges, suppositories etc. We believe that our ability to cater a wider customer base on account of our diversified product offering has enabled us to provide customization options to our valued customers. To further strengthen our product mix, we have made efforts to focus on niche sectors for providing new products such as anti-cancer, anti-malarial, anti-TB and anti-HIV. We believe that our ability to provide a mix of high-value niche products along with being active in the volume segments, has helped in balancing our revenues. With the proposed capacity expansion by way of setting up of the Proposed Project, our Company envisages the strengthening of its ability to provide value-added products by having a greater range as well as capture a larger customer base with such increased range.

### ***Diversified customer base: Pan India and Global***

#### **Pan India presence**

Our products are utilized in various parts of the country to the state government and hospitals supply, mainly Kerala government, Tamilnadu government, Gujrat government, Telengana government, Odhissa, Uttar Pradesh etc.

#### **Global Presence**

Our presence in the global market has been rapidly increasing and our products are currently shipped to the countries namely Dominican Republic, Dr Congo, Gabon, Gambia, Ghana, Guinea, Honduras, Kazakhstan, Libya, Malawi Mali, Mauritania, Mauritius, Mozambique, Myanmar, Niger, Nigeria, Paraguay, Philippines Senegal, Sri Lanka, Togo, Zambia

#### **Our Strategies**

#### ***Strengthening of product portfolio and developing capabilities to manufacture a wider range of products***

It is our endeavor to constantly improve quality of our products by using validation process. We are also increasing the range of products to cater to our customers' requirements both within our own facility/sections framework. At our Proposed Project, we intend to manufacture anticancer products.

#### ***Focus on consistently meeting quality standards***

Our Company intends to focus on adhering to the quality standards of the products. Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our technically qualified persons are determined to achieve the objective of zero defects and zero rejection. To complement the efforts of our technical team, we are equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory. Our testing and development laboratory will play an integral role in making improvements in quality of our products and development of special products. Further, we propose to enhance our efficiency by introducing advanced machinery and reducing our dependency on manual



labour thereby capitalizing our method of production. This is necessary so as to make sure that we get repeat orders from our customers.

***Leveraging our Market skills and Relationships***

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

***Enhance customer base by entering new geographies to establish long-term relationships***

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products indifferent parts of the country. Our Company operates out of Ludhiana India. We propose to increase our marketing and sales team which can focus in different regions and also maintain and establish relationship with customers. Enhancing our presence in additional regions will enable us to reach out to larger population. Further our Company believes in maintaining long term relationships with our customers in terms of increased sales. We aim to achieve this by adding value to our customers through innovation, quality assurance and timely delivery of our products.

***Focus on Research and Development***

Currently our R&D Center situated at Amritsar for the identification and development of potential products. We intend to continue our initiatives in research and development in order to enhance our differentiated product portfolio in both the Domestic Market and international markets. As part of our strategy, we will continue to focus on vertical integration for better control over our quality, supply chain and costs, by predominantly using in-house APIs. Our Company believes that its focus on R&D will result in development of high quality products and processes and will form the basis for various patents, which in turn will give our Company a significant boost in brand value. Our increased R&D effort will be aimed at pre-formulation studies, prototype development, scale-up, optimization and technology transfer from unstable chemicals to successful API development.



## SUMMARY OF FINANCIALS

The following tables set forth the summary financial statements derived from following:

- a. Restated standalone financial statements for and as of fiscals 2015, 2014, 2013, 2012, 2011 and the Nine months period ended December 31, 2015.
- b. Restated consolidated financial statements for and as of fiscals 2015, 2014, and the Nine months period ended December 31, 2015.

These financial statements have been prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and are presented in —*Financial Statements* beginning on page 147 of this Prospectus. The summary financial statements presented below should be read in conjunction with our restated financial statements, the notes and annexures thereto and —*Management's Discussion and Analysis of Financial Condition and Results of Operations* beginning on page 205 of this Prospectus.

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

(Rs. in Lacs)

Sr. No.	Particulars	As at December 31,	As at March 31,				
		2015	2015	2014	2013	2012	2011
	<b>EQUITY AND LIABILITIES</b>						
1)	<b><u>Shareholders Funds</u></b>						
	a. Share Capital	500.81	440.81	440.81	353.22	361.22	348.24
	b. Reserves & Surplus	1,705.68	1,426.60	1,335.88	832.41	706.56	333.30
2)	Share Application Money Pending Allotment	-	-	-	-	-	-
3)	<b><u>Non Current Liabilities</u></b>						
	a. Long Term Borrowings	254.28	103.78	140.51	141.86	204.47	273.99
	b. Deferred Tax Liabilities	44.67	51.98	60.20	25.82	24.90	14.92
	c. Other Long Term Liabilities	-	-	-	-	-	-
	d. Long Term Provisions	16.13	12.43	9.64	6.76	4.75	3.21
4)	<b><u>Current Liabilities</u></b>						
	a. Short Term Borrowings	879.49	663.04	409.65	446.77	751.81	802.62
	b. Trade Payables	662.23	418.56	730.95	421.94	746.85	1,168.74
	c. Other Current Liabilities	563.20	577.49	384.47	630.36	352.05	321.23
	d. Short Term Provisions	2.57	2.24	1.53	1.11	0.55	0.41
	<b>TOTAL</b>	<b>4,629.06</b>	<b>3,696.93</b>	<b>3,513.64</b>	<b>2,860.25</b>	<b>3,153.16</b>	<b>3,266.66</b>
	<b>ASSETS</b>						
1)	<b><u>Non Current Assets</u></b>						
	a. Fixed Assets		-	-	-	-	-
	i. Tangible Assets	2,036.96	2,131.32	2,000.20	1,726.03	1,569.20	1,464.03
	Less: Accumulated Depreciation	987.54	1,037.15	873.42	753.76	661.32	555.39
	<b>Net Block</b>	<b>1,049.42</b>	<b>1,094.17</b>	<b>1,126.78</b>	<b>972.27</b>	<b>907.88</b>	<b>908.64</b>



	b. Deferred Tax Assets (Net)	-	-	-	-	-	-
	c. Non-current Investments	326.36	268.16	242.89	13.99	43.99	13.99
	d. Long Term Loans & Advances	-	-	-	-	-	-
	e. Other Non Current Assets	-	-	-	-	-	-
<b>2)</b>	<b><u>Current Assets</u></b>						
	a. Current Investment	220.71	90.14	50.40	50.40	49.35	74.02
	b. Inventories	631.99	645.85	734.59	448.58	921.56	917.72
	c. Trade Receivables	1,736.98	905.02	675.38	705.60	851.00	1,065.30
	d. Cash and Cash Equivalents	35.27	50.13	24.15	193.07	7.45	8.89
	e. Short Term Loans & Advances	628.33	643.46	659.45	476.34	371.93	278.10
	<b>T O T A L</b>	<b>4,629.06</b>	<b>3,696.93</b>	<b>3,513.64</b>	<b>2,860.25</b>	<b>3,153.16</b>	<b>3,266.66</b>



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

(Rs in Lacs)

Sr. No.	Particulars	For the period ended December 31,	For the year ended March 31,				
		2015	2015	2014	2013	2012	2011
<b>A</b>	<b>INCOME</b>						
	Revenue from Operations	5,344.22	5,237.94	5,959.52	6,174.36	3,795.13	3,701.61
	Other Income	44.64	58.06	16.63	19.25	142.67	99.71
	<b>Total Income (A)</b>	<b>5,388.86</b>	<b>5,296.00</b>	<b>5,976.15</b>	<b>6,193.61</b>	<b>3,937.80</b>	<b>3,801.32</b>
<b>B</b>	<b>EXPENDITURE</b>						
	Cost of Material Consumed	4,064.74	3,847.88	4,617.35	4,748.91	2,940.86	2,836.95
	Purchase of Stock in Trade	5.17	-	-	218.61	-	-
	Changes in inventories of finished goods, traded goods and work-in-progress	-	-	-	-	-	-
	Employee benefit expenses	183.45	205.75	179.16	139.11	109.61	130.57
	Finance costs	82.90	102.52	73.71	99.10	138.46	118.27
	Depreciation and amortisation expense	129.21	172.89	119.64	92.46	105.92	112.07
	Other Expenses	729.75	825.66	806.10	733.41	540.98	521.12
	<b>Total Expenses (B)</b>	<b>5,195.21</b>	<b>5,154.70</b>	<b>5,795.96</b>	<b>6,031.61</b>	<b>3,835.82</b>	<b>3,718.98</b>
<b>C</b>	<b>Profit before extraordinary items and tax</b>	<b>193.65</b>	<b>141.30</b>	<b>180.19</b>	<b>162.01</b>	<b>101.98</b>	<b>82.34</b>
	Extraordinary items	-	-	-	-	-	-
<b>D</b>	<b>Profit before tax</b>	<b>193.65</b>	<b>141.30</b>	<b>180.19</b>	<b>162.01</b>	<b>101.98</b>	<b>82.34</b>
	<i>Tax expense :</i>						
	(i) Current tax	65.86	58.81	50.63	43.24	30.21	42.91
	(ii) Deferred tax	-7.31	-8.22	34.38	0.91	9.99	9.74
<b>E</b>	<b>Total Tax Expense</b>	<b>58.55</b>	<b>50.59</b>	<b>85.01</b>	<b>44.15</b>	<b>40.19</b>	<b>52.64</b>
<b>F</b>	<b>Profit for the year (D-E)</b>	<b>135.09</b>	<b>90.71</b>	<b>95.17</b>	<b>117.85</b>	<b>61.79</b>	<b>29.70</b>



STATEMENT OF STANDALONE CASH FLOW, AS RESTATED

(Rs in Lacs)

Particulars	As at December 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<b>Cash flow from operating activities:</b>						
Net Profit before tax as per P & L A/c	193.65	141.30	180.19	162.01	101.98	82.34
<b>Adjusted for:</b>	-	-	-	-	-	-
Depreciation & Amortisation	129.21	172.89	119.64	92.46	105.92	112.07
(Profit)/loss on sale of Assets	-	-4.16	-	-	-	-
Interest & Finance Cost	82.90	102.52	73.71	99.10	138.46	118.27
Interest Income	22.83	26.86	8.78	2.66	5.44	3.91
<b>Operating Profit Before Working Capital Changes</b>	<b>428.59</b>	<b>439.41</b>	<b>382.32</b>	<b>356.23</b>	<b>351.80</b>	<b>316.59</b>
Adjusted for (Increase)/ Decrease:	-	-	-	-	-	-
Inventories	13.86	88.74	-286.01	472.98	-3.84	-158.51
Trade Receivables	-831.95	-229.64	30.22	145.40	214.32	-27.54
Other Current Assets	-	-	-	-	-	-
Short Term Loans & Advances	8.56	10.57	-191.69	-117.33	-98.84	-86.14
Trade Payables	243.67	-312.39	309.01	-324.91	-421.90	64.12
Other Current Liabilities	-14.30	193.03	-245.89	278.31	30.83	22.18
Short Term & Long Term Provisions	4.03	3.50	3.30	2.57	1.68	3.62
<b>Cash Generated From Operations</b>	<b>-147.54</b>	<b>193.22</b>	<b>1.26</b>	<b>813.25</b>	<b>74.05</b>	<b>134.32</b>
Direct Tax Paid	-28.32	-53.37	-42.04	-30.33	-25.20	-20.93
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>-175.86</b>	<b>139.85</b>	<b>-40.78</b>	<b>782.92</b>	<b>48.85</b>	<b>113.39</b>
<b>Cash Flow From Investing Activities:</b>	-	-	-	-	-	-
Purchase of Fixed Assets	-120.80	-144.44	-194.17	-156.84	-105.17	-89.35
Sale of Fixed Assets	5.37	8.30	-	-	-	-
Interest Income	-22.83	-26.86	-8.78	-2.66	-5.44	-3.91
(Purchase)/Sale of Investments	-188.78	-65.00	-228.91	28.95	-5.33	35.95
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>-327.04</b>	<b>-228.00</b>	<b>-431.86</b>	<b>-130.55</b>	<b>-115.94</b>	<b>-57.31</b>
<b>Cash Flow from Financing Activities:</b>	-	-	-	-	-	-
Proceeds From Share Capital & Sh Prm	204.00	-	415.89	-	324.45	-
Proceeds / (Repayment) from Long Term Borrowing (Net)	150.50	-36.73	-1.35	-62.61	-69.52	-73.14
Proceeds / (Repayment) from Short-term borrowings	216.44	253.39	-37.11	-305.04	-50.81	117.34
Interest & Finance Cost	-82.90	-102.52	-73.71	-99.10	-138.46	-118.27
<b>Net Cash Flow from/(used in) Financing Activities: (C)</b>	<b>488.04</b>	<b>114.14</b>	<b>303.72</b>	<b>-466.75</b>	<b>65.66</b>	<b>-74.07</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-14.86	25.99	-168.92	185.62	-1.43	-17.99
Cash & Cash Equivalents As At Beginning of the Year	50.13	24.14	193.07	7.44	8.90	26.86
Cash & Cash Equivalents At End of the Yr	<b>35.27</b>	<b>50.13</b>	<b>24.15</b>	<b>193.06</b>	<b>7.47</b>	<b>8.87</b>

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES AS RESTATED





(Rs. In Lakhs)

Sr. No.	Particulars	As at December 31,	As at March 31,	
		2015	2015	2014
	<b>EQUITY AND LIABILITIES</b>			
1)	<b><u>Shareholders Funds</u></b>			
	a. Share Capital	500.81	440.81	440.81
	b. Reserves & Surplus	1,705.30	1,427.80	1,336.91
2)	<b>Minority Interest</b>	-33.14	-14.04	-2.54
3)	<b><u>Non Current Liabilities</u></b>			
	a. Long Term Borrowings	254.28	103.78	140.51
	b. Deferred Tax Liabilities	44.67	51.98	60.20
	c. Other Long Term Liabilities	-	-	-
	d. Long Term Provisions	16.13	12.43	9.64
4)	<b><u>Current Liabilities</u></b>			
	a. Short Term Borrowings	879.49	663.04	409.65
	b. Trade Payables	662.23	418.56	730.95
	c. Other Current Liabilities	563.20	577.49	384.47
	d. Short Term Provisions	2.57	2.24	1.53
	<b>TOTAL</b>	<b>4,595.54</b>	<b>3,684.09</b>	<b>3,512.12</b>
	<b>ASSETS</b>			
1)	<b><u>Non Current Assets</u></b>			
	a. Fixed Assets		-	-
	i. Tangible Assets	2,174.19	2,268.55	2,137.43
	Less: Accumulated Depreciation	987.54	1,037.15	873.42
	<b>Net Block</b>	1,186.65	1,231.40	1,264.01
	b. Deferred Tax Assets (Net)	-	-	-
	c. Non-current Investments	2.88	13.99	13.99
2)	<b><u>Current Assets</u></b>			
	a. Current Investment	220.71	90.14	50.40
	b. Inventories	686.85	645.85	734.59
	c. Trade Receivables	1,736.98	905.02	675.38
	d. Cash and Cash Equivalents	59.77	103.25	90.18
	e. Short Term Loans & Advances	701.70	694.44	683.57
	<b>TOTAL</b>	<b>4,595.54</b>	<b>3,684.09</b>	<b>3,512.12</b>

**STATEMENT OF CONSOLIDATED PROFIT AND LOSS AS RESTATED**



(Rs. In Lakhs)

Sr. No.	Particulars	For the period ended December 31,	For the year ended March 31,	
		2015	2015	2014
<b>A</b>	<b>INCOME</b>			
	Revenue from Operations	5,344.22	5,237.94	5,959.52
	Other Income	31.03	41.85	14.15
	<b>Total Income (A)</b>	<b>5,375.25</b>	<b>5,279.79</b>	<b>5,973.66</b>
<b>B</b>	<b>EXPENDITURE</b>			
	Cost of Material Consumed	4,064.74	3,847.88	4,617.35
	Purchase of Stock in Trade	5.17	-	-
	Changes in inventories of finished goods, traded goods and work-in-progress	-	-	-
	Employee benefit expenses	189.04	208.72	179.16
	Finance costs	88.42	104.19	72.48
	Depreciation and amortisation expense	129.21	172.89	119.64
	Other Expenses	744.01	828.26	810.46
	<b>Total Expenses (B)</b>	<b>5,220.59</b>	<b>5,161.94</b>	<b>5,799.10</b>
<b>C</b>	<b>Profit before extraordinary items and tax</b>	<b>154.66</b>	<b>117.84</b>	<b>174.57</b>
	Extraordinary items	-	-	-
<b>D</b>	<b>Profit before tax</b>	<b>154.66</b>	<b>117.84</b>	<b>174.57</b>
	<i>Tax expense :</i>			
	(i) Current tax	47.56	46.67	46.74
	(ii) Deferred tax	-7.31	-8.22	34.38
<b>E</b>	<b>Total Tax Expense</b>	<b>40.25</b>	<b>38.45</b>	<b>81.12</b>
<b>F</b>	<b>Profit for the year (D-E)</b>	<b>114.41</b>	<b>79.40</b>	<b>93.44</b>



**STATEMENT OF CONSOLIDATED CASH FLOW AS RESTATED**

(Rs. In Lakhs)

Particulars	As at December 31, 2015	As at March 31, 2015	As at March 31, 2014
<b><u>Cash flow from operating activities:</u></b>			
Net Profit before tax as per Profit And Loss A/c	154.66	117.84	174.57
<b><u>Adjusted for:</u></b>	-	-	-
Depreciation & Amortisation	129.21	172.89	119.64
(Profit)/loss on sale of Assets	-	-4.16	-
Interest & Finance Cost	88.42	104.19	72.48
Interest Income	9.22	10.64	6.29
<b>Operating Profit Before Working Capital Changes</b>	<b>381.51</b>	<b>401.41</b>	<b>372.98</b>
Adjusted for (Increase)/ Decrease:	-	-	-
Inventories	-41.00	88.74	-286.01
Trade Receivables	-831.95	-229.64	30.22
Short Term Loans & Advances	4.49	-4.15	-211.71
Trade Payables	243.67	-312.39	309.01
Other Current Liabilities	-14.30	193.03	-245.89
Short Term & Long Term Provisions	4.03	3.50	3.30
<b>Cash Generated From Operations</b>	<b>-253.56</b>	<b>140.50</b>	<b>-28.10</b>
Direct Tax Paid	-28.32	-53.37	-42.04
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>-281.88</b>	<b>87.12</b>	<b>-70.14</b>
	-	-	-
<b><u>Cash Flow From Investing Activities:</u></b>	-	-	-
Purchase of Fixed Assets	-120.80	-144.44	-331.40
Sale of Fixed Assets	5.37	8.30	-
Interest Income	-9.22	-10.64	-6.29
(Purchase)/Sale of Investments	-119.47	-39.74	-0.00
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>-244.12</b>	<b>-186.52</b>	<b>-337.70</b>
	-	-	-
<b><u>Cash Flow from Financing Activities:</u></b>	-	-	-
Proceeds From Share Capital & Share Premium	204.00	-	415.89
Proceeds / (Repayment) from Long Term Borrowing (Net)	150.50	-36.73	-1.35
Proceeds / (Repayment) from Short-term borrowings	216.44	253.39	-37.11
Interest & Finance Cost	-88.42	-104.19	-72.48
<b>Net Cash Flow from/(used in) Financing Activities ( C)</b>	<b>482.52</b>	<b>112.47</b>	<b>304.94</b>
	-	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-43.48	13.07	-102.89
Cash & Cash Equivalents As At Beginning of the Year	103.25	90.18	193.07
Cash & Cash Equivalents As At End of the Year	<b>59.77</b>	<b>103.25</b>	<b>90.18</b>



## **OFFER DETAILS IN BRIEF**

### **PRESENT OFFER IN TERMS OF THIS PROSPECTUS**

<b>Equity Shares Offered:</b> Public Offer of Equity Shares by our Company consisting:	13,80,000 Equity Shares of ` 10 each (the “Equity Shares”) for cash at a price of ` 45 per Equity Share (including a Share premium of ` 35 per Equity Share) aggregating to ` 621.00 lacs
<b>Of which:</b>	
<b>*Fresh Issue</b>	1,80,000 Equity Shares of ` 10 each at a price of ` 45 per Equity Share aggregating ` 81.00 Lacs
<b>**Offer for Sale</b>	12,00,000 Equity Shares of ` 10 each at a price of ` 45 per Equity Share aggregating ` 540.00 Lacs
<b>Of which:</b>	
<b>Offer Reserved for the Market Maker</b>	72,000 Equity Shares of ` 10/- each at a price of ` 45 per Equity Share aggregating ` 32.40 Lacs
<b>Net Offer to the Public</b>	13,08,000 Equity Shares of ` 10 each at a price of ` 45 per Equity Share aggregating ` 588.60 Lacs
<b>Equity Shares outstanding prior to the Issue</b>	50,08,099 Equity Shares of face value of ` 10 each
<b>Equity Shares outstanding after the Issue</b>	51,88,099 Equity Shares of face value of ` 10 each
<b>Objects of the Issue</b>	Please refer section titled “Objects of the Issue” on page 61 of this Prospectus

*This issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please see the section titled “Issue Related Information” beginning on page no. 253 of this Prospectus.*

*\*The Fresh Issue has been authorized by a resolution of the Board of Directors, dated January 16, 2016 and by a resolution of the shareholders of our Company in the EGM held on February 10, 2016 under section 62(1) (c) of the Companies Act, 2013.*

*\*\* The Equity Shares offered by the Selling Shareholder in the Offer are eligible for being offered for sale in the Offer in terms of Regulation 26(6) of the SEBI Regulations. The Offer for Sale has been authorised by the Selling Shareholder namely TR Metals Private Limited for up to 12,00,000 Equity Shares offered pursuant to its board resolution dated March 12, 2016.*

**GENERAL INFORMATION**

Our Company was originally incorporated as Kwality Pharmaceuticals Private Limited on May 04, 1983 with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh as a private limited Company under the provisions of the Companies Act 1956. Further pursuant to conversion into public limited Company the name of our Company changed to Kwality Pharmaceuticals Limited vide a fresh certificate of incorporation dated December 28, 2015 issued by the Registrar of Companies, Chandigarh.

<b>Registered Office</b>	Village Nagkalan, Majitha Road, Amritsar, Punjab, India – 143 601. Tel: +91- 0183-2774321-25; Fax: +91- 0183-2774477; Email: <a href="mailto:cs@kwalitypharma.com">cs@kwalitypharma.com</a> Website: <a href="http://www.kwalitypharma.com">www.kwalitypharma.com</a>
<b>Registration Number</b>	005426
<b>Company Identification Number</b>	U24232PB1983PLC005426
<b>Address of Registrar of Companies</b>	Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh Corporate Bhawan, Plot No. 4 B, Sector 27 B, Madhya Marg, Chandigarh – 160019 Tel.: 0172 – 2639415, 2639416 Fax: 0172-2639416 Email: <a href="mailto:roc.chandigarh@mca.gov.in">roc.chandigarh@mca.gov.in</a>
<b>Designated Stock Exchange</b>	BSE Limited
<b>Listing of Shares offered in this Issue</b>	SME Platform of BSE
<b>Contact Person:</b>	Ms. Pallavi Agarwal Company Secretary & Compliance Officer, Village Nagkalan, Majitha Road, Amritsar, Punjab, India – 143 601. Tel: +91- 0183-2774321-25; Fax: +91- 0183-2774477; Email: <a href="mailto:cs@kwalitypharma.com">cs@kwalitypharma.com</a>

For details in relation to the changes to the name of our Company, please refer to the section titled “*Our History and Corporate Structure*” beginning on page 120 of this Prospectus.

**BOARD OF DIRECTORS:**

Our Board of Directors comprise of the following members:

<b>Name</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Mr. Ramesh Arora	Managing Director	00462656	House No. 32, R.B. Parkash Chand Road, Lawrence Road, Amritsar, Pujab 143 001.
Mr. Ajay Arora	Whole Time Director	00462664	House No. 32, R.B. Parkash Chand Road, Lawrence Road, Amritsar, Pujab 143 001.
Ms. Anju Arora	Whole Time Director	03155641	House No. 32, R.B. Parkash Chand Road, Lawrence Road, Amritsar, Pujab 143 001.
Ms. Geeta Arora	Whole Time Director	03155615	House No. 32, R.B. Parkash Chand Road, Lawrence Road, Amritsar, Pujab 143 001.
Mr. Aditya Arora	Executive Director	07320410	House No. 32, R.B. Parkash Chand Road,



Name	Designation	DIN	Address
			Lawrence Road, Amritsar, Punjab 143 001.
Mr. Kiran Kumar Verma	Independent Director	07415375	366/7, Central Town, Jalandhar, Punjab 144 001.
Mr. Pankaj Takkar	Independent Director	07414345	B/3/165, Mohalla Mutiarpura, Mehli Gate, Dist. KPT Phagwara, Punjab – 144 401.
Mr. Ravi Shankar Singh	Independent Director	02303588	396, Green Avenue, Amritsar, Punjab – 143 001.

For further details of Management of our Company, please refer to section titled "Our Management" on page 125 of this Prospectus.

Company Secretary & Compliance Officer	Chief Financial Officer
Ms. Pallavi Agarwal Village Nagkalan, Majitha Road, Amritsar, Punjab, India – 143 601. Tel: +91- 0183-2774321-25; Fax: +91- 0183-2774477; Email: <a href="mailto:cs@kwalitypharma.com">cs@kwalitypharma.com</a>	Mr. Aditya Arora Village Nagkalan, Majitha Road, Amritsar, Punjab, India – 143 601. Tel: +91- 0183-2774321-25; Fax: +91- 0183-2774477; Email: <a href="mailto:cfo@kwalitypharma.com">cfo@kwalitypharma.com</a>

Investors can contact our Compliance Officer in case of any pre-Issue or post-Issue related matters such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, refund orders etc.

## SELLING SHAREHOLDER

### TR Metals Private Limited

Registered Office: House No. 55,  
Samai Pur Block,  
B. Yadav Nagar,  
Delhi – 110042.

### Details of Key Intermediaries pertaining to this Issue and our Company:

Lead Manager of the Issue	Registrar to the Issue
<b>Guinness Corporate Advisors Private Limited</b> Registered Office: 18 Deshapriya Park Road, Kolkata - 700 026, West Bengal, India Tel: +91 - 33 – 30015555 Fax: +91 - 33 – 3001 5531 Email: <a href="mailto:gcapl@guinnessgroup.net">gcapl@guinnessgroup.net</a> Website: <a href="http://www.16anna.com">www.16anna.com</a> Contact Person: Ms. Alka Mishra/Ms. Nimisha Joshi SEBI Registration No.: INM 000011930	<b>Big Share Services Private Limited</b> E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andhri(E), Mumbai-400 072 Tel: 91-22-40430200 Fax: 91-22-28475207 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Contact Person: Mr. Ashok Shetty SEBI Registration No.: INR000001385
Bankers to the Company	Legal Advisor to the Issue
<b>HDFC Bank Limited</b> Plot No. 39, D Mall, Amritsar, Punjab, India – 143 601. Tel: 0183 - 5007507 Email: <a href="mailto:bikram.rakhra@hdfcbank.com">bikram.rakhra@hdfcbank.com</a> Website: <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> Contact Person: Mr. Bikram Rakhra	<b>Kanga &amp; Company (Advocates and Solicitors)</b> Readymoney Mansion, 43 Veer Nariman Road, Mumbai – 400 001. Tel: +91-22- 66230000 / 66232288 Fax: +91-22-66339656/57 Email: <a href="mailto:chetan.thakkar@kangacompany.com">chetan.thakkar@kangacompany.com</a> Website: <a href="http://www.kangacompany.com">www.kangacompany.com</a>





	Contact Person: Mr. Chetan Thakkar
<b>Banker to the Issue</b>	<b>Statutory Auditor of the Company</b>
<b>ICICI Bank Limited</b> Capital Market Division, 1 <sup>st</sup> Floor, 122, Mistry Bhawan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020 Tel. : 022 2285 9922 Fax : 022 -2261 1138 E mail: <a href="mailto:rishav.bagrecha@icicibank.com">rishav.bagrecha@icicibank.com</a> Website: <a href="http://www.icicibank.com">www.icicibank.com</a> Contact Person: Mr. Rishav Bagrecha SEBI Registration No. INB100000004	<b>Vijay Mehra &amp; Co.</b> Chartered Accountants Address: 29, Shastri Market, Amritsar, Punjab, India – 143 601. Tel: +91 – 0183 2553754 Email: <a href="mailto:vijaymehrac@gmail.com">vijaymehrac@gmail.com</a> Contact Person: Mr. Amit Handa Firm Registration No. 001051N Peer Review No.006963

### 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 the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>.

The details on designated branches of SCSBs collecting the ASBA Application Form, are provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>

### Credit Rating

As the Issue is of Equity Shares, credit rating is not mandatory.

### Trustees

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

### 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.

### Brokers to the Issue

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

### Appraisal and Monitoring Agency

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below ` 500.00 Crores. Since the Issue size is below ` 500.00 Crores, our Company has not appointed any monitoring agency for this Issue. However, as per the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Listing Agreement to be entered into with BSE upon listing of the equity shares and the corporate governance requirements, the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.



### Debenture Trustees

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

### Details of the Appraising Authority

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

### Inter-Se Allocation of Responsibilities

Since Guinness Corporate Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.

### Expert Opinion

Except the report of the Auditor on the Restated Financial Statements and report of the Auditor on the Statement of Tax Benefits included in this Prospectus, our Company has not obtained any other expert opinion.

### Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated May 12, 2016. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are several and are subject to certain conditions specified therein. The Underwriter have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name and Address of the Underwriter	Number of Equity shares Underwritten*	Amount Underwritten (' In Lacs)
<b>Guinness Corporate Advisors Private Limited</b> Registered office: 18 Deshapriya Park Road, Kolkata - 700 026. Tel: +91 - 33 - 30015555 Fax: +91 - 33 - 30015531 Email: <a href="mailto:gcapl@guinessongroup.net">gcapl@guinessongroup.net</a> Website: <a href="http://www.16anna.com">www.16anna.com</a> Contact Person: Ms. Alka Mishra /Ms. Nimisha Joshi SEBI Regn. No: INM 000011930	13,80,000	621.00

\*Includes 72,000 Equity Shares reserves for Market Maker aggregating to Rs. 32.40 Lakhs

*Note : With regard to the Market Maker Reservation Portion, it is compulsory that the Market Maker subscribes to the specific portion of the Issue set aside as "Market Maker Reservation Portion" as it needs to be subscribed in its own account in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended. Accordingly, the Market Maker shall ensure that its portion of 72,000 equity shares is subscribed in its own account prior to the closure of the Issue.*

In the opinion of the Board of Directors of the Company, considering the resources of the above mentioned underwriter and the potential investment lined up by it for the issue, underwriter is in a position to discharge its underwriting obligation.

### Details of the Market Making Arrangement for this Issue



Our Company has entered into an agreement dated May 12, 2016 with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

**Name and Address of the Market Maker**

**Guinness Securities Ltd.**

Guinness House

18, Deshapriya Park Road,

Kolkata-700 026

Tel : +91-33-3001 5555

Fax: +91-33-2464 6969

Email: [kmohanty@guinnessgroup.net](mailto:kmohanty@guinnessgroup.net)

Website: [www.l6anna.com](http://www.l6anna.com)

Contact Person: Mr. Kuldeep Mohanty

SEBI Regn. No: INB 11146033

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be ` 1,00,000/-. However, the investors with holdings of value less than ` 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.
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 %. (Including the 5 % of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, 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, the concerned stock exchange 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 a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
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 or 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 a six months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the *above mentioned* Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

10. **Risk containment measures and monitoring for Market Makers:** 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. **Punitive Action in case of default by Market Makers:** 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 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. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ` 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
  - iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

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



## CAPITAL STRUCTURE

The share capital of the Company as at the date of this Prospectus, before and after the Issue, is set forth below.

(₹ in Lacs, except share data)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorized Share Capital</b>		
	80,00,000 Equity Shares of face value of ₹ 10 each	800.00	--
<b>B.</b>	<b>Issued, subscribed and paid-up Equity Share Capital before the Issue</b>		
	50,08,099 Equity Shares of face value of ₹ 10 each	500.81	--
<b>C.</b>	<b>Present Issue in terms of the Prospectus</b>		
	Offer of 13,80,000 Equity Shares of ₹ 10 each at a price of ₹ 45 per Equity Shares consisting of:	138.00	621.00
	*Fresh Issue of 1,80,000 Equity Shares of ₹ 10 each at a price of ₹ 45 per Equity Share	18.00	81.00
	**Offer for Sale of 12,00,000 Equity Shares of ₹ 10 each at a price of ₹ 45 per Equity Share	120.00	540.00
	<b>Which comprises</b>		
	72,000 Equity Shares of ₹ 10/- each at a price of ₹ 45 per Equity Share reserved as Market Maker Portion	7.20	32.40
	Net Issue to Public of 13,08,000 Equity Shares of ₹ 10/- each at a price of ₹ 45 per Equity Share to the Public	130.80	588.60
	<b>Of which</b>		
	6,54,000 Equity Shares of ₹ 10/- each at a price of ₹ 45 per Equity Share will be available for allocation for Retail Individual Investors of up to ₹ 2.00 Lacs	65.40	294.30
	6,54,000 Equity Shares of ₹ 10/- each at a price of ₹ 45 per Equity Share will be available for allocation for Other than Retail Individual Investors of above ₹ 2.00 Lacs	65.40	294.30
<b>D.</b>	<b>Equity capital after the Issue</b>		
	Equity Shares of ₹ 10 each	518.81	---
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		783.77
	After the Issue		846.77

\*The Fresh Issue has been authorized by a resolution of the Board of Directors, dated January 16, 2016 and by a resolution of the shareholders of our Company in the EGM held on February 10, 2016 under section 62(1) (c) of the Companies Act, 2013.

\*\*The Equity shares offered by the Selling Shareholder are, 12,00,000 Equity Shares offered by TR Metals Pvt. Ltd. vide resolution dated March 12, 2016.

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

### Classes of Shares

The Company has only one class of Share Capital i.e. Equity Shares of ₹ 10/- each.



**Changes in the Authorized Share Capital of our Company:**

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
1	---	20,000 Equity Shares of ` 10 each	-	Incorporation
2	20,000 Equity Shares of ` 10 each	2,00,000 Equity Shares of ` 10 each	06/06/1996	EGM
3	2,00,000 Equity Shares of ` 10 each	4,50,000 Equity Shares of ` 10 each	15/01/1997	EGM
4	4,50,000 Equity Shares of ` 10 each	10,00,000 Equity Shares of ` 10 each	18/07/2002	EGM
5	10,00,000 Equity Shares of ` 10 each	20,00,000 Equity Shares of ` 10 each	06/02/2006	EGM
6	20,00,000 Equity Shares of ` 10 each	40,00,000 Equity Shares of ` 10 each	30/04/2009	EGM
7	40,00,000 Equity Shares of ` 10 each	45,00,000 Equity Shares of ` 10 each	31/01/2011	EGM
8	45,00,000 Equity Shares of ` 10 each	50,00,000 Equity Shares of ` 10 each	31/12/2011	EGM
9	50,00,000 Equity Shares of ` 10 each	60,00,000 Equity Shares of ` 10 each	21/01/2014	EGM
10	60,00,000 Equity Shares of ` 10 each	80,00,000 Equity Shares of ` 10 each	23/11/2015	EGM

**Notes Forming Part of Capital Structure**

**1. Equity Share capital history of our Company**

Date of issue/ allotment of Shares	No. of Equity Shares Issued	Face valu e ( ` )	Issue price ( ` )	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulativ e paid-up share capital ( ` )	Cumulative share premium ( ` )
On incorporation	30	10	10	Cash	Subscription to MOA	30	300	Nil
21.11.1983 <sup>i</sup>	2,990	10	10	Cash	Further Allotment	3,020	30,200	Nil
15.11.1984 <sup>i</sup>	3,000	10	10	Cash	Further Allotment	6,020	60,200	Nil
30.06.1988 <sup>i</sup>	3,000	10	10	Cash	Further Allotment	9,020	90,200	Nil
18.10.1989 <sup>i</sup>	6,000	10	10	Cash	Further Allotment	15,020	150,200	Nil
20.11.1996 <sup>i</sup>	1,50,000	10	10	Cash	Further Allotment	1,65,020	16,50,200	Nil
06.01.1997 <sup>i</sup>	30	10	10	Cash	Further Allotment	1,65,050	16,50,500	Nil
31.03.2003 <sup>ii</sup>	3,30,100	10	-	Other than Cash	Bonus in the ratio 2:1	4,95,150	49,51,500	Nil





31.03.2004	4,65,000	10	10	Cash	Further Allotment	9,60,150	96,01,500	Nil
09.11.2004	1,100	10	10	Cash	Further Allotment	9,61,250	96,12,500	Nil
17.7.2007	10,03,250	10	10	Cash	Further Allotment	1,964,500	1,96,45,000	Nil
31.3.2009	450	10	10	Cash	Further Allotment	1,964,950	1,96,49,500	Nil
05.08.2009	8,79,438	10	10	Cash	Further Allotment	2,844,388	2,84,43,880	Nil
07.11.2009	4,30,000	10	10	Cash	Further Allotment	3,274,388	3,27,43,880	Nil
18.01.2010	2,08,000	10	10	Cash	Further Allotment	3,482,388	3,48,23,880	Nil
31.01.2012 <sup>iii</sup>	1,60,000	10	250	Cash	Further Allotment	3,642,388	3,56,23,880	1,92,00,000
26.03.2012	49,781	10	250	Cash	Further Allotment	3,692,169	3,61,21,690	3,11,47,440
10.05.2012 <sup>iii</sup>	(1,60,000)	10	-	-	Forfeiture of Shares	3,532,169	3,53,21,690	3,11,47,440
23.02.2014 <sup>iv</sup>	12,00,000	10	42	Cash	Further Allotment	4,732,169	4,73,21,690	6,95,47,440
31.03.2014	2,75,930	10	42	Cash	Further Allotment	5,008,099	5,00,80,990	7,83,77,200

- i. Allotment related details viz. copies of Form 2 filed during the period May 04 1983 to March 29, 2003 are not available in the records of our Company. However, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Please refer risk factor no. 28 in the section titled "Risk Factors" beginning on page 13 of this Prospectus.
- ii. Pursuant to EGM held on March 31, 2003, our Company has issued 3,30,100 Bonus Shares in the ratio of 2:1 i.e. 2 equity shares for every 1 equity share held by the shareholders, by way of capitalization of profits of the Company.
- iii. The allotment made on 31.01.2012, was for partly paid up Equity Shares. Accordingly, the disclosures of 'cumulative paid-up share capital' and 'cumulative share premium' have been made as the call money remained unpaid. Further, these partly paid up Equity Shares were forfeited by the Company vide resolution dated May 10, 2012 as the call money remained unpaid.
- iv. The allotment of 12,00 000 Equity Shares made on 23.02.2014 at a price of Rs. 42/- (including Share premium of Rs. 32/- per share), was for partly paid up Shares and the Company received allotment money in parts. Accordingly, the 'paid-up share capital' and 'share premium' in the Balance Sheet as on March 31, 2014 and March 31, 2015 does not reflect the unpaid call amount of Rs. 17/- per Share (Face Value of Rs. 5/- per Equity Share aggregating to Rs. 60.00 Lacs and Share Premium of Rs. 12/- per Equity Share aggregating to Rs. 144.00 Lacs pertaining to this allotment. Further, pursuant to resolution dated December 23, 2015 these partly paid up Equity Shares were made up fully paid up by the Company as the unpaid call money was received. Accordingly paid up share capital reflects the increase of Rs. 60.00 Lacs and share premium reflects the increase of Rs. 144.00 Lacs in the Balance Sheet as on December 31, 2015. Further as on date of this Prospectus, the entire issued share capital of our Company is fully paid-up.



2. Our Company has not issued any Equity Shares for consideration other than cash except for the Equity Shares as mentioned below:

Date of allotment	No of Shares	Face value (₹)	Issue price (₹)	Nature of Allotment	Alloted persons	Benefit accrued to the Company
31.03.2003	3,30,100	10	Nil	Bonus Shares	All Shareholders of the Company appearing in the Register of Members as on 29.03.2003	Expansion of capital

3. No bonus shares have been issued out of Revaluation Reserves.

**4. Issue of Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391-394 of the Companies Act, 1956 or Section 230- 233 of the Companies Act, 2013**

Our Company has not issued any Equity Shares out of revaluation reserves, or pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or section 230-233 of the Companies Act, 2013. As the allotment related details viz. copies of Form 2 filed during the period May 04 1983 to March 29, 2003 are not available in the records of our Company, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Please refer risk factor no. 28 in the section titled “Risk Factors” beginning on page 13 of this Prospectus.

5. We have not issued any Equity Shares in the last one (1) year.

**6. Capital Build up of our Promoters:**

Set forth below are the details of the build-up of our Promoters:-

Date of Allotment / Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value Per Share (₹)	Issue Price/Acquisition Price / Transfer Prices	% Pre - Issue paid up capital	% Post - Issue paid up capital
<b>Mr. Ramesh Arora</b>							
05.06.83	Cash	Subscription to MOA	10	10	10	0.00	0.00
31.05.83	Cash	Transfer**	10	10	10	0.00	0.00
21.11.83	Cash	Allotment*	1,490	10	10	0.03	0.03
30.06.88	Cash	Allotment*	3,000	10	10	0.06	0.06
18.10.89	Cash	Allotment*	4,000	10	10	0.08	0.08
20.11.96	Cash	Allotment*	15,000	10	10	0.30	0.29



12.05.01	Cash	Transfer**	2,000	10	10	0.04	0.04
31.03.03	Cash	Allotment	51,020	10	10	0.98	0.98
07.11.07	Cash	Transfer**	70	10	10	0.00	0.00
17.07.07	Cash	Allotment	10,000	10	10	0.20	0.19
08.05.09	Cash	Allotment	6,79,496	10	10	13.58	13.10
22.05.09	Cash	Transfer**	2,80,130	10	10	5.59	5.40
18.01.10	Cash	Allotment	100,000	10	10	2.00	1.93
05.10.12	-	Transmission	78,889	10	Nil	1.58	1.52
31.08.13	Cash	Transfer	1,37,886	10	35	2.75	2.66
31.12.13	-	Transmission	960	10	Nil	0.02	0.02
31.03.14	Cash	Allotment	1,19,047	10	42	2.38	2.30
<b>Total</b>			<b>14,83,008</b>			<b>29.61</b>	<b>28.58</b>
<b>Mr. Ajay Arora</b>							
15.11.84	Cash	Allotment*	1,000	10	10	0.02	0.02
20.11.96	Cash	Allotment*	10,000	10	10	0.20	0.19
12.05.01	Cash	Transfer**	1,510	10	10	0.03	0.03
31.03.03	Cash	Allotment	25,020	10	10	0.50	0.48
17.07.07	Cash	Allotment	10,000	10	10	0.20	0.19
08.05.09	Cash	Allotment	199,942	10	10	3.99	3.85
18.01.10	Cash	Allotment	108,000	10	10	2.16	2.08
05.10.12	-	Transmission	78,889	10	Nil	1.58	1.52
31.08.13	Cash	Transfer	138,273	10	35	2.76	2.67
31.03.14	Cash	Allotment	40,953	10	42	0.82	0.79
31.03.14	Cash	Allotment	84,227	10	42	1.68	1.62
<b>Total</b>			<b>6,97,814</b>			<b>13.93</b>	<b>13.45</b>

\* Allotment related details viz. copies of Form 2 filed during the period May 04 1983 to March 29, 2003 are not available in the records of our Company. However, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Please refer risk factor no. 28 in the section titled “Risk Factors” beginning on page 13 of this Prospectus.

\*\*We have been unable to locate share transfer deeds executed in relation to these share transfers. However, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same.

### 3. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group

Sr. No.	Name of the shareholder	Pre-Issue	Post-Issue	Shares pledged or otherwise encumbered
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		No. of Equity Shares	As a % of Issued Share Capital	No. of Equity Shares	As a % of Issued Share Capital	Number	As a percentage	As a % of grand Total
<b>A</b>	<b>Promoters</b>							
1	Mr. Ramesh Arora	14,83,008	29.61	14,83,008	28.58	-	-	-
2	Mr. Ajay Arora	6,97,814	13.93	6,97,814	13.45	-	-	-
	<b>Total (A)</b>	<b>21,80,822</b>	<b>43.54</b>	<b>21,80,822</b>	<b>42.03</b>			
<b>B</b>	<b>Promoter Group, Relatives and other Associates</b>							
3	Ms. Anju Arora	67,817	1.35	67,817	1.31	-	-	-
4	Ms. Geeta Arora	55,750	1.11	55,750	1.07	-	-	-
5	Jugal Kishore HUF	46,175	0.92	46,175	0.89	-	-	-
6	Mr. Aditya Arora	71,000	1.42	71,000	1.37	-	-	-
7	Ms. Anu Mehra	1,20,466	2.41	1,20,466	2.32	-	-	-
8	Ms. Aarti Seth	46,580	0.93	46,580	0.90	-	-	-
9	Mr. Sachin Seth	12,810	0.26	12,810	0.25	-	-	-
10	Mr. Sachin Arora	15,010	0.30	15,010	0.29	-	-	-
11	Ms. Pooja Arora	41,654	0.83	41,654	0.80	-	-	-
12	Mr. Tarun Mehra	30,000	0.60	30,000	0.58	-	-	-
	<b>TOTAL (B)</b>	<b>5,07,262</b>	<b>10.13</b>	<b>5,07,262</b>	<b>9.78</b>	-	-	-
	<b>TOTAL (A+B)</b>	<b>26,88,084</b>	<b>53.67</b>	<b>26,88,084</b>	<b>51.81</b>	-	-	-

4. There are no transactions in our Equity Shares during the past six months, which have been purchased/(sold) by our Promoters, their relatives and associates, persons in Promoter Group (as defined under sub-clause (zb) sub regulation (1) Regulation 2 of the SEBI (ICDR) Regulations, 2009) or the Directors of the Company except as mentioned below:

Date of Transaction	Name of Transferor	Name of Transferee	No. of Shares	Face Value (₹)	Price (₹)	Nature of Transaction
23.03.2016	Mr. Aditya Arora	Late Anju Arora	71000	10	Nil	Transmission

5. None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase of Equity shares of our Company, by any other person during the period of six months immediately preceding the date of this Prospectus.

6. Shareholding of persons belonging to the category 'Public' and holding more than 1% of our Equity Shares

Sr.	Name of shareholder	Pre-Issue	Post-Issue
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No.		No. of Shares	Shares as % of total no. of shares	No. of Shares	Shares as % of total no. of shares
1	TR Metals Private Limited	18,90,735	37.75	6,90,735	13.79

7. Except as provided below, there has been no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of this Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre-Issue share capital of our Company except the following:

Sr. No.	Name of Shareholder	Promoter/Promoter Group/Director	Number Equity Shares	% of the pre-issue capital	Subscribed/ Acquired/ Transferred
1	Mr. Ramesh Arora	Promoter	137886	2.75	Transferred
			119047	2.38	Allotted
2	Mr. Ajay Arora	Promoter	138273	2.76	Transferred
			84227	1.68	Allotted
3	Mr. Aditya Arora	Director	71000	1.42	Transmitted

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in `)
Mr. Ramesh Arora	14,83,008	14.35
Mr. Ajay Arora	6,97,814	19.56

9. None of our Directors hold Equity Shares in our Company, other than as follows:

Name of the Director	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Ramesh Arora	14,83,008	29.61
Mr. Ajay Arora	6,97,814	13.93
Ms. Anju Arora	67,817	1.35
Ms. Geeta Arora	55,750	1.11
Mr. Aditya Arora	71,000	1.42

#### 10. Details of Promoters' contribution locked in for three years:

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

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post issue Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above.



Date of Allotment / Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value Per Share (₹)	Issue Price/Acquisition Price / Transfer Prices	% Pre - Issue paid up capital	% Post - Issue paid up capital
<b>Mr. Ramesh Arora</b>							
08.05.09	Cash	Allotment	6,97,496	10	10	13.93	13.44
<b>Total (A)</b>			<b>6,97,496</b>			<b>13.93</b>	<b>13.44</b>
<b>Mr. Ajay Arora</b>							
18.01.10	Cash	Allotment	108,000	10	10	2.16	2.08
05.10.12	-	Transmission	78,889	10	Nil	1.58	1.52
31.08.13	Cash	Transfer	138,273	10	35	2.76	2.67
31.03.14	Cash	Allotment	40,953	10	42	0.82	0.79
31.03.14	Cash	Allotment	84,227	10	42	1.68	1.62
<b>Total (B)</b>			<b>4,50,342</b>			<b>8.99</b>	<b>8.68</b>
<b>Total (A+B)</b>			<b>11,47,838</b>			<b>22.92</b>	<b>22.12</b>

\* Allotment related details viz. copies of Form 2 filed during the period May 04 1983 to March 29, 2003 are not available in the records of our Company. However, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Please refer risk factor No. 28. in the section titled “Risk Factors” beginning on page 13 of this Prospectus.

We further confirm that the minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters’ Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters’ Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firms into limited companies.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post -Issue paid-up Equity Share Capital from the date of allotment in the proposed public Issue. Promoters’ Contribution does not consist of any private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.



The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting more than 20% of the post issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

All Equity Shares, which are to be locked-in, are eligible for computation of Promoters' Contribution, in accordance with the SEBI (ICDR) Regulations, 2009. Accordingly we confirm that the Equity Shares proposed to be included as part of the Promoters' Contribution:

- a) have not been subject to pledge or any other form of encumbrance; or
- b) have not been acquired, during preceding three years, for consideration other than cash and revaluation of assets or capitalization of intangible assets is not involved in such transaction;
- c) is not resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' Contribution;
- d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Prospectus at a price lower than the Issue Price.

The Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoters' Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue.

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new Promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

#### **11. Details of share capital locked in for one year:**

In addition to 20% of the post issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, and except the Equity Shares which are proposed to be transferred as a part of Offer for Sale the entire pre issue share capital of our Company (including the Equity Shares held by our Promoters) shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, 2009, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Code.





## 12. Shareholding pattern of our Company:

The following table presents the shareholding pattern of Our Company.

Category code	Category of shareholders	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid - up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as % assuming full conversion of convertible securities ( as a % of diluted share capital)	Number of Locked shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
							As a % of (A+B+C2)	No. of Voting Rights			Total as a % of (A+B+C)		As a % of (A+B+C2)	No . (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Equity	Preference	Total								
(A)	Promoter & Promoter Group	12	2688084	-	-	2688084	53.67	2688084	-	2688084	53.67	-	53.67	-	-	-	-	-
(B)	Public	18	2320015	-	-	2320015	46.33	2320015	-	2320015	46.33	-	46.33	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	30	5008099	-	-	5008099	100.00	5008199	-	5008099	100.00	-	100.00	-	-	-	-	-

**13. Equity Shares held by top ten shareholders**

(a) Our top ten shareholders and the number of Equity Shares held by them as on date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1	TR Metals Pvt. Ltd.	18,90,735	37.75
2	Ramesh Arora	14,83,008	29.61
3	Ajay Arora	6,97,814	13.93
4	Anu Mehra	1,20,466	2.41
5	Aditya Arora	71,000	1.42
6	Anju Arora	67,817	1.35
7	Geeta Arora	55,750	1.11
8	Aarti Seth	46,580	0.93
9	Jugal Kishore HUF	46,175	0.92
10	Pooja Arora	41,654	0.83
	<b>Total</b>	<b>45,20,999</b>	<b>90.26</b>

(b) Our top ten shareholders and the number of Equity Shares held by them ten days prior to the date of the Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1	TR Metals Pvt. Ltd.	18,90,735	37.75
2	Ramesh Arora	14,83,008	29.61
3	Ajay Arora	6,97,814	13.93
4	Anu Mehra	1,20,466	2.41
5	Aditya Arora	71,000	1.42
6	Anju Arora	67,817	1.35
7	Geeta Arora	55,750	1.11
8	Aarti Seth	46,580	0.93
9	Jugal Kishore HUF	46,175	0.92
10	Pooja Arora	41,654	0.83
	<b>Total</b>	<b>45,20,999</b>	<b>90.26</b>

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of the Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1	Mr. Ramesh Arora	14,83,008	29.61
2	Situs Promoters Pvt. Ltd.	12,00,000	23.96
3	Mr. Ajay Arora	6,97,814	13.93
4	Classic International Limited	2,55,000	5.09
5	R.K.P.K.	1,75,000	3.49
6	Anu Mehra	1,20,466	2.41
7	Anju Arora	71,000	1.42
8	Anju Arora	67,817	1.35
9	Geeta Arora	55,750	1.11
10	Preet International Pvt. Ltd.	50,000	1.00
	<b>Total</b>	<b>41,75,855</b>	<b>83.38</b>

**14.** There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through the Prospectus.



- 15.** Our Company has not raised any bridge loans against the proceeds of this Issue.
- 16.** Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "Basis of Allotment" on page 268 of this Prospectus.
- 17.** The Equity Shares Issued pursuant to this Issue shall be made fully paid-up.
- 18.** An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in the Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
- 19.** Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
- 20.** As on date of filing of this Prospectus, the entire issued share capital of our Company is fully paid-up.
- 21.** On the date of filing the Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
- 22.** Our Company has not issued any Equity Shares out of revaluation reserves, or pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or section 230-233 of the Companies Act, 2013. As the allotment related details viz. copies of Form 2 filed during the period May 04 1983 to March 29, 2003 are not available in the records of our Company, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Please refer risk factor no. 28 in the section titled "Risk Factors" beginning on page 13 of this Prospectus.
- 23.** Lead Manager to the Issue viz. Guinness Corporate Advisors Private Limited does not hold any Equity Shares of our Company.
- 24.** We have re-valued our land forming part of fixed assets by adding ` 80 Lacs during the financial year 2013-14 to reflect its true market value.
- 25.** Our Company has not made any public issue since incorporation.
- 26.** There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law, our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
- 27.** There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus until the Equity Shares to be issued pursuant to the Issue have been listed.
- 28.** Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity



Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

**29.** At any given point of time, there shall be only one denomination for a class of Equity Shares of our Company.

**30.** Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.

**31.** No Equity Shares have been allotted in terms of any scheme approved under Sections 230-232 of the Companies Act, 2013 and no Equity Shares have been allotted in terms of any scheme approved under Sections 391-394 of the Companies Act, 1956. Allotment related details viz. copies of Form 2 filed during the period May 04 1983 to March 29, 2003 are not available in the records of our Company. However, our Company has relied on the limited information available in the Minute Book and Register of Members maintained by the Company, from where we have ascertained the same. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Please refer to the risk factor no. 28 contained in the section titled “*Risk Factors*” beginning on page 13 of this Prospectus.

**32.** An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

**33.** No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

**34.** Our Company has 30 members as on the date of filing of this Prospectus been issued and allotted as fully paid-up shares at the time of allotment.

**OBJECTS OF THE OFFER**

The offer consists of a Fresh Offer of 1,80,000 Equity Shares by our Company aggregating to ` 81.00 Lacs and an Offer for Sale of 12,00,000 Equity Shares aggregating to ` 540.00 Lacs by the Selling Shareholder.

**Offer for Sale**

Our Company will not receive any proceeds from the Offer for Sale.

**The objects of the Fresh Offer**

1. Modernisation of Laboratory
2. To meet the part of General Corporate Purpose
3. To meet the expenses of the Offer

The objects of the Offer are to Modernisation of our Laboratory, finance General Corporate Purpose and to meet the offer expenses and achieve the benefits of listing on the SME platform of BSE Ltd. We believe that listing will enhance the corporate image and brand name of our Company.

The main objects of our Memorandum of Association permits us to undertake our existing activities and the activities for which the funds are being raised by us, through the present Offer. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

The details of the proceeds of the Offer are summarized in the table below: -

(` in Lacs)		
Sr. No.	Particulars	Amount
1	Proceeds of the Offer for Sale	540.00
2	Proceeds from the fresh Issue (including Offer Expenses borne by the Company)	81.00
	Total proceeds from the Offer	621.00

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

(` in Lacs)		
Sr. No.	Particulars	Amount
1	Modernisation of our Laboratory	43.00
2	General Corporate Purpose	20.00
3	Offer Expenses*	18.00
4	Total	81.00

\* The total Offer expenses are ` 48.00 Lacs out of which ` 30.00 Lacs will be borne by the Selling Shareholder and ` 18.00 Lacs will be borne by our Company. However, for ease of operations, expenses of the Selling Shareholder may, at the outset, be borne by our Company on behalf of the Selling Shareholder, and the Selling Shareholder agrees that it shall reimburse our Company all such expenses.

**Means of Finance**

(` in Lacs)	
Particulars	Amount
Proceeds from the Fresh Issue	81.00
Internal Accruals	-
<b>Total</b>	<b>81.00</b>



We propose to meet the entire requirement of funds for the Objects from the Proceeds of the Offer. Accordingly, the requirement under Regulation 4(2)(g) of the SEBI ICDR Regulations of firm arrangements of finance through verifiable means for the 75% of the stated means of finance is not applicable.

In the event of a shortfall in raising the requisite capital from the proceeds of the Offer, towards meeting the Objects of the Offer, the extent of the shortfall will be met by internal accruals and/or from fresh debt.

## DETAILS OF THE OBJECTS OF THE OFFER

### I. Modernisation of our Laboratory

In furtherance to modernise our Laboratory, as per management estimates, we intend to deploy the offer proceeds of the fresh issue aggregating to approximately ` 43.00 Lacs towards purchase of Laboratory Equipment namely Online Total Organic Carbon Analyzer and other Laboratory Equipments.

In relation to the purchase of the equipments for modernisation of our Laboratory as set out above, we have received quotations from HACH Company having registered office at P.O. Box 608, Loveland, CO 80539, U.S.A. and from Shimadzu (Asia Pacific) PTE Ltd. 79, science Park DR #02-01/08, Cintech IV, Singapore Science Park 1 Singapore - 118264 which are valid as on the date of this Prospectus. However, we have not entered into any definitive agreements with this vendor and there can be no assurance that the same vendor would be engaged to eventually supply equipment or at the same costs. Further, we do not intend to purchase any second-hand machinery or equipments.

### II. General Corporate Purpose

We intend to deploy the Offer proceeds of the fresh issue aggregating to ` 20.00 lacs, towards the General Corporate Purposes for normal capital expenditure, strategic initiatives, expanding into new geographies, funding routine working capital and strengthening our marketing capabilities to drive our business growth. However, our management, in accordance with the policies of our Company, may have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

We confirm that the amount for General Corporate Purpose, as mentioned in this Prospectus shall not exceed 25% of the amount raised by the Company through this Offer.

### III. Offer Expenses

The total estimated offer expenses are ` 48.00 Lacs which is 7.72 % of Offer Size. The details of Offer expenses are tabulated below:

Sr. No.	Particulars	` In Lacs	% of Total expenses	% of Total Offer Size
1.	Offer management fees including fees and reimbursements of Market Making fees (for 3 years) selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	39.00	81.25	6.28
2.	Printing & Stationery, Distribution, Postage, etc	3.00	6.25	0.48
3.	Advertisement & Marketing Expenses	3.00	6.25	0.48
4.	Regulatory & other expenses	3.00	6.25	0.48
<b>Total</b>		<b>48.00</b>	<b>100.00</b>	<b>7.72</b>



Note: The total Offer expenses are ` 48.00 Lacs out of which ` 30.00 Lacs will be borne by the Selling Shareholder and ` 18.00 Lacs will be borne by our Company. However, for ease of operations, expenses of the Selling Shareholder may, at the outset, be borne by our Company on behalf of the Selling Shareholder, and the Selling Shareholder agrees that it shall reimburse our Company all such expenses.

### Proposed year-wise deployment of funds:

The overall cost of the proposed Project and the proposed year wise break up of deployment of funds are as under:

( ` In Lacs)					
Particulars	Already Incurred	FY 2016 – 17	FY 2017 – 18	FY 2018 – 19	Total
Modernisation of Laboratory	-	43.00	-	-	43.00
General Corporate Purpose	-	20.00	-	-	20.00
Offer Expenses	17.15	0.85	-	-	18.00
<b>Total</b>	<b>17.15</b>	<b>63.85</b>	<b>-</b>	<b>-</b>	<b>81.00</b>

Note: The amount deployed so far towards “Offer Expenses” out of internal accruals will be recouped from the proceeds of the Offer.

### Details of funds already deployed till date and sources of funds deployed

The funds deployed up to May 25, 2016 pursuant to the object of this Offer as certified by the Auditors of our Company, viz. M/s Vijay Mehra & Co., Chartered Accountants pursuant to their certificate dated May 27, 2016 is given below:

( ` in Lacs)	
Deployment of Funds	Amount
Offer Expenses	17.15
<b>Total</b>	<b>17.15</b>

( ` in Lacs)	
Sources of Funds	Amount
Internal Accruals	17.15
<b>Total</b>	<b>17.15</b>

Note: The amount deployed so far towards “Offer Expenses” out of internal accruals will be recouped from the proceeds of the Offer.

### Appraisal by appraising agency

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

### Bridge financing facilities

We have currently not raised any bridge loans against the proceeds of the Offer. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the proceeds of the Offer.





### **Shortfall of funds**

Any shortfall in meeting the Objects of the Offer will be met by way of internal accruals.

### **Interim use of funds**

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Offer proceeds. The proceeds of the Offer pending utilization for the purposes stated in this section, shall be deposited only in scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the proceeds of the Offer for any investment in the equity markets.

### **Monitoring of utilization of funds**

As the proceeds of the Offer will be less than ` 50,000 Lacs, under the SEBI Regulations it is not mandatory for us to appoint a monitoring agency.

The management of the Company will monitor the utilization of funds raised through this public Offer. Pursuant to Regulation 32(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Offer. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Offer have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the proceeds of the Offer will be paid by the Company as consideration to the Promoters, members of the Promoter Group, Directors or key management personnel of the Company.

### **Variation in Objects**

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

### **Other confirmations**

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Entities, in relation to the utilisation of the proceeds of the Offer. No part of the proceeds of the Offer will be paid by us as consideration to our Promoter, our Directors or key managerial personnel or our Group Entities, except in the normal course of business and in compliance with the applicable laws.



## **BASIC TERMS OF THE OFFER**

The Equity Shares, now being offered, are subject to the terms and conditions of this Prospectus, Application form, Confirmation of Allocation Note ("CAN"), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Issue and to the extent applicable.

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

### **Authority for the Issue:**

The present issue has been authorized pursuant to a resolution of our Board dated January 16, 2016 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of our shareholders held on February 10, 2016.

### **Other Details**

<b>Face Value</b>	Each Equity Share shall have the face value of ` 10.00 each.
<b>Issue Price</b>	Each Equity Share is being offered at a price of ` 45.00 each.
<b>Market Lot and Trading Lot</b>	The Market lot and Trading lot for the Equity Share is 3,000 (Three Thousand) and the multiple of 3,000; subject to a minimum allotment of 3,000 Equity Shares to the successful applicants.
<b>Terms of Payment</b>	100% of the issue price of ` 45.00 shall be payable on Application. For more details please refer to page 269 of this Prospectus.
<b>Ranking of the Equity Shares</b>	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

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 fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 40 of the Companies Act, 2013.

For further details, please refer to section titled "*Terms of the Offer*" beginning on page 253 of the Prospectus.

**BASIS FOR OFFER PRICE**

*Investors should read the following basis with the “Risk Factors” beginning on page 13 and the details about the “Our Business” and its “Financial Information” included in this Prospectus on page 86 & 147 respectively to get a more informed view before making any investment decisions.*

**QUALITATIVE FACTORS**

Some of the qualitative factors which may form the basis for computing the Issue Price include the following:

- Experienced Management Team and cohesive teamwork
- Identification of Consumer Preferences
- Quality Assurance and Standards
- Diversified product mix
- Diversified customer base : Pan India and Global

**Quantitative Factors**

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

**1. Basic Earnings and Diluted Earnings Per Equity Share (EPS) as per Accounting Standard 20****Standalone:**

<b>Period</b>	<b>Basic and Diluted EPS (in `)</b>	<b>Weight</b>
March 31, 2013	3.32	1
March 31, 2014	2.60	2
March 31, 2015	1.81	3
<b>Weighted Average</b>	<b>2.33</b>	
<b>For the period ended December 31, 2015*</b>	<b>2.70</b>	

**Consolidated:**

<b>Period</b>	<b>Basic and Diluted EPS (in `)</b>	<b>Weight</b>
March 31, 2014	2.56	1
March 31, 2015	1.59	2
<b>Weighted Average</b>	<b>1.91</b>	
<b>For the period ended December 31, 2015*</b>	<b>2.28</b>	

*\*Not annualised*

**Notes:**

- i. *The Figures disclosed above are based on the restated financial statements of the Company.*
- ii. *The earnings per share has been calculated by dividing the net profit as restated, attributable to equity shareholders by restated weighted average number of Equity Shares outstanding during the period/year. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is ` 10/-*
- iii. *The above ratios should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements.*

**2. Price / Earnings Ratio (P/E) in relation to the Issue Price of ₹ 45.00****Standalone**

<b>Particulars</b>	<b>PE</b>
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2014-15	24.86
P/E ratio based on the Weighted Average EPS, as restated	19.31

**Consolidated**

<b>Particulars</b>	<b>PE</b>
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2014-15	28.30
P/E ratio based on the Weighted Average EPS, as restated	23.56

**a) Industry PE:**

<b>Industry P/E</b>	<b>PE Ratio</b>
Highest –IPCA Laboratories Limited	94.20
Lowest –Ambalal Sarabhai Enterprises Limited	1.30
Average	23.40

(Source: Capital Market, Vol. XXXI/05, April 25 – May 08, 2016)

**3. Return on Net Worth****Standalone**

<b>Period</b>	<b>RONW (%)</b>	<b>Weight</b>
March 31, 2013	9.94	1
March 31, 2014	5.36	2
March 31, 2015	4.86	3
<b>Weighted Average</b>	<b>5.87</b>	
<b>For the period ended December 31, 2015*</b>	<b>6.12</b>	

**Consolidated**

<b>Period</b>	<b>RONW (%)</b>	<b>Weight</b>
March 31, 2014	5.26	1
March 31, 2015	4.25	2
<b>Weighted Average</b>	<b>4.59</b>	
<b>For the period ended December 31, 2015*</b>	<b>5.19</b>	

\*Not annualised.

Note: The RONW has been computed by dividing net profit after tax (as restated), by Networth (as restated).

**4. Minimum return on post Issue Net Worth to maintain the Pre-issue EPS for the year ended March 31, 2015****Standalone:**

- Based on Basic and Diluted EPS, as restated of FY 2014-15 ₹ 1.81 at an Issue Price of ₹ 45.00: 4.82 % on the restated financial statements.
- Based on Adjusted Weighted Average EPS, as restated of ₹ 2.33 at an Issue Price of ₹ 45.00: 6.20 % on the restated financial statements.

**Consolidated:**

- Based on Basic and Diluted EPS, as restated of FY 2014-15 ₹ 1.59 at an Issue Price of ₹ 45.00: 4.23 % on the restated financial statements.
- Based on Adjusted Weighted Average EPS, as restated of ₹ 1.91 at an Issue Price of ₹ 45.00: 5.08 % on the restated financial statements.

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

		<b>Standalone:</b>	<b>Consolidated:</b>
<b>S. No.</b>	<b>Particulars</b>	<b>(`)</b>	<b>(`)</b>
a)	As on March 31, 2015	37.29	37.31
b)	As on December 31, 2015	44.06	44.05
c)	After Issue	37.56	37.58
d)	Issue Price	45.00	45.00

*Note: NAV has been calculated as networth divided by number of Equity Shares at the end of the year.*

**6. Peer Group Comparison of Accounting Ratios:**

<b>Particulars</b>	<b>EPS (31.3.2015) (`)</b>	<b>PE Ratio</b>	<b>RONW (%)</b>	<b>NAV(Rs)</b>	<b>Face Value</b>
Kwality Pharmaceuticals Limited	1.81	24.86	4.86	37.29	10.00
Peer Group*					
Albert David Limited	24.01	13.31	14.76%	162.80	10.00
Bliss GVS Pharma Limited	5.82	15.51	16.30%	35.70	1.00
Caplin Point Laboratories Limited	27.09	36.51	42.36%	63.95	10.00

*\*Source: bseindia.com and Annual Reports of respective Companies*

*For calculating PE ratio market price as on 17.06.2016 is considered*

**Notes:**

*All comparisons of the Peers and our Company are as per the Standalone Financials for the year ended March 31, 2015*

*The peer group identified is broadly based on the service lines that we are into, but their scale of operations is not comparable to us.*

*The figures of Kwality Pharmaceuticals Limited as based on restated financial statements.*

- The face value of our share is ` 10/- per share and the Issue Price is of ` 45 per share are 4.50 times of the face value.
- The Company in consultation with the Lead Manager believes that the Issue Price of ` 45.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors on page 13 and financials on page 147 including important profitability and return ratios, as set out in the Auditors' Report in this Prospectus to have more informed view about the investment proposition.



### **STATEMENT OF TAX BENEFITS**

To,  
The Board of Directors  
Kwality Pharmaceuticals Limited  
Village Nag Kalan, Majitha Road,  
Amritsar – 143 601.

Dear Sirs,

***Sub: Statement of possible tax benefits available to the Company and its shareholders on proposed Public Issue of Shares under the existing tax laws***

We hereby confirm that the enclosed Annexure, prepared by Kwality Pharmaceuticals Limited (**‘the Company’**), states the possible tax benefits available to the Company and the shareholders of the Company under the Income-tax Act, 1961 (**‘IT Act’**) and as amended by the Finance Act, 2015 (i.e. applicable for financial year 2015-16, relevant to the assessment year 2016-17), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the 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 fulfill.

The benefits discussed in the Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our confirmation is based on the 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 interpretation of the current tax laws in force in India.

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

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

The contents of the 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.

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 Kwality Pharmaceuticals Limited 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.

Thanking you,  
Yours faithfully,



*Kwaliti Pharmaceuticals Limited*

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**For Vijay Mehra & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 001051N**

**Sd/-**

**CA Amit Handa**  
**Partner**  
**Membership No. 502400**

**Place: Amritsar**  
**Date: March 08, 2016**





**Annexure**

**STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

**A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

**I. Special Benefits available to our Company**

There are no special tax benefits available to the Company

**II. Special Benefits available to the Shareholders of our Company**

There are no special tax benefits available to the Equity Shareholders.

**B) OTHER GENERAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS**

The following tax benefits shall be available to the Company and its Shareholders under Direct tax law

**Under the Income-Tax Act, 1961 (“the Act”):**

**I. Benefits available to the Company**

**1. Depreciation**

As per the provisions of Section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets as explained in the said section and the relevant Income Tax rules there under.

**2. Dividend Income**

Dividend income, if any, received by the Company from its investment in shares of another domestic Company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961.

**3. Income from Mutual Funds / Units**

As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:

Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or

Income received in respect of units from the Administrator of the specified undertaking; or

Income received in respect of units from the specified company.

However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

For this purpose (i) “Administrator” means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) “Specified Company” means a company as referred to in section 2(h) of the said Act.



#### 4. Income from Long Term Capital Gain

As per section 10(38) of the Act, long term capital gains arising to the Company from the transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the Company.

For this purpose, “Equity Oriented Fund” means a fund –

(i) Where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and

(ii) Which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

As per section 115JB, the Company will not be able to reduce the income to which the provisions of section 10(38) of the Act apply while calculating “book profits” under the provisions of section 115JB of the Act and will be required to pay Minimum Alternative Tax as follows-

Book Profit	A.Y.-2016-17
If book profit is less than or equal to ` 1 Crore	19.055%
If book profit is more than ` 1 Crore but less than ` 10 Crores	20.01%
If book profit is more than ` 10 Crores	20.96%

5. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

6. As per the provisions of Section 112 of the Income Tax Act, 1961, long-term capital gains as computed above that are not exempt under Section 10(38) of the Income Tax Act, 1961 would be subject to tax at a rate of 20 percent (plus applicable surcharge plus education cess plus secondary and higher education cess). However, as per the provision to Section 112(1), if the tax on long-term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long-term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge plus education cess plus secondary and higher education cess).

7. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long term specified asset” within a period of 6 months after the date of such transfer. However, if the assessee transfers or converts the long term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long term specified asset is transferred or converted into money.

A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act and notified by the Central Government in the Official Gazette for the purposes of this section.

8. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is



chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)

## **9. Preliminary Expenses**

Under Section 35D of the Act, the company will be entitled to the deduction equal to 1/5th of the Preliminary expenditure of the nature specified in the said section, including expenditure incurred on present issue, such as Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.

## **10. Credit for Minimum Alternate Taxes (“MAT”)**

Under Section 115JAA (2A) of the Income Tax Act, 1961, tax credit shall be allowed in respect of any tax paid (MAT) under Section 115JB of the Income Tax Act, 1961 for any Assessment Year commencing on or after April 1, 2006. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Income Tax Act, 1961. Such MAT credit shall not be available for set-off beyond 10 years immediately succeeding the year in which the MAT credit initially arose.

## **II. Benefits to the Resident Shareholders of the Company under the Income-Tax Act, 1961:**

1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.

2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

3. Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961.

4. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

5. As per section 112 of the Act, if the shares of the company are listed on a recognized stock exchange, taxable long-term capital gains, if any, on sale of the shares of the Company (in cases not covered under section 10(38) of the Act) would be charged to tax at the rate of 20% (plus applicable surcharge plus education cess plus secondary and higher education cess) after considering indexation benefits or at 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) without indexation benefits, whichever is less.

6. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would



become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A “long-term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act and notified by the Central Government in the Official Gazette for the purposes of this section.

7. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family (‘HUF’) on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.

8. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.

9. As per section 36(1)(xv) of the Act, the securities transaction tax paid by the shareholder in respect of taxable securities transactions entered in the course of the business will be eligible for deduction from the income chargeable under the head —Profits and Gains of Business or Profession if income arising from taxable securities transaction is included in such income.

### **III. Non-Resident Indians/Non-Resident Shareholders (Other than FIIs and Foreign Venture Capital Investors)**

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.

2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does



not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A “long-term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

5. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family (‘HUF’) on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.

6. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.

7. Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. “Special Provisions Relating to Certain Incomes of Non-Residents” which are as follows:

(i) As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the non-resident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessional tax at the flat rate of 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) (without indexation benefit but with protection against foreign exchange fluctuation).

(ii) As per section 115F of the Act, long-term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from income tax, if the net consideration is reinvested in specified assets within six months from the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.

(iii) As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long-term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

(iv) As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the



Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

(v) As per section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provision of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XIIA shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance the other provisions of the Act.

8. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

#### IV. Foreign Institutional Investors (FIIs)

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.

2. As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long-term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs.

3. As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

#### Nature of income & Rate of tax (%)

Nature of Income	Rate of Tax (%)
Long-Term Capital Gain	10
Short-Term Capital Gain (Referred to Section 111A)	15
Short-Term Capital Gain (other than under section 111A)	30

The above tax rates have to be increased by the applicable surcharge, education cess, and secondary and higher education cess.

4. In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.

5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a "long-term specified asset" within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.





A “long-term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act and notified by the Central Government in the Official Gazette for the purposes of this section.

6. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.

7. However, where the equity shares form a part of its stock-in-trade, any income realized in the disposition of such equity shares may be treated as business profits, taxable in accordance with the DTAA between India and the country of tax residence of the FII. The nature of the equity shares held by the FII is usually determined on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases, sales and the ratio between purchases and sales and the holding etc. If the income realized from the disposition of equity shares is chargeable to tax in India as business income, FII's could claim, STT paid on purchase/sale of equity shares as allowable business expenditure. Business profits may be subject to applicable Tax Laws.

## **V. Venture Capital Companies/Funds**

Under Section 10(23FB) of the Income Tax Act, 1961, any income of Venture Capital company / funds (set up to raise funds for investment in venture capital undertaking notified in this behalf) registered with the Securities and Exchange Board of India would be exempt from income tax, subject to conditions specified therein. As per Section 115U of the Income Tax Act, 1961, any income derived by a person from his investment in venture capital companies / funds would be taxable in the hands of the person making an investment in the same manner as if it were the income received by such person had the investments been made directly in the venture capital undertaking.

## **VI. Mutual Funds**

As per Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

## **Tax Treaty Benefits**

An investor has an option to be governed by the provisions of the Income Tax Act, 1967 or the provisions of a Tax Treaty that India has entered into with another country of which the investor is a tax resident, whichever is more beneficial.

## **Notes:**

- The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;
- The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;





- This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;
- In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and
- The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.



## **SECTION IV - ABOUT OUR COMPANY**

### **INDUSTRY OVERVIEW**

#### **The Global Pharmaceutical Industry**

According to the Economic Intelligence Unit (EIU), pharmaceutical sales are projected to increase an average of 6.9 percent annually over 2014-2018, outpacing the estimated global health care spending rate of 5.2 percent during that same period. Total pharma revenues are expected to increase from \$1.23 trillion in 2014 to \$1.61 trillion in 2018. In addition to oncology drugs, the cardiovascular therapeutic class will likely prosper, with four of the 10 projected blockbusters drugs belonging to the category. Spending on midmarket prescription drugs used for treating common chronic diseases is likely to stagnate as prices fall. Demand for generic drugs will continue to rise as payors take advantage of patent expiries to reduce costs.

The Global pharmaceutical revenues are presented in below mentioned graph.



Source: Deloitte – Report on Global Life Sciences Outlook

#### **The Indian Pharmaceutical Industry**

##### **Introduction**

The Indian pharmaceuticals market is the third largest in terms of volume and thirteen largest in terms of value. Branded generics dominate the pharmaceuticals market, constituting nearly 70 to 80 per cent of the market. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Currently, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level.

##### **Current Scenario**

The Indian pharmaceutical industry is estimated to grow at 15.92 per cent compound annual growth rate (CAGR) over the next five years. Presently, the market size of the pharmaceutical industry in India stands at US\$ 20 billion. As on March 2014, Indian pharmaceutical manufacturing facilities registered with the US Food and Drug Administration (FDA) stood at 523, highest for any country outside the US.

India's biotechnology industry comprising bio-pharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics is expected grow at an average growth rate of around 30 per cent a year and reach US\$ 100 billion by



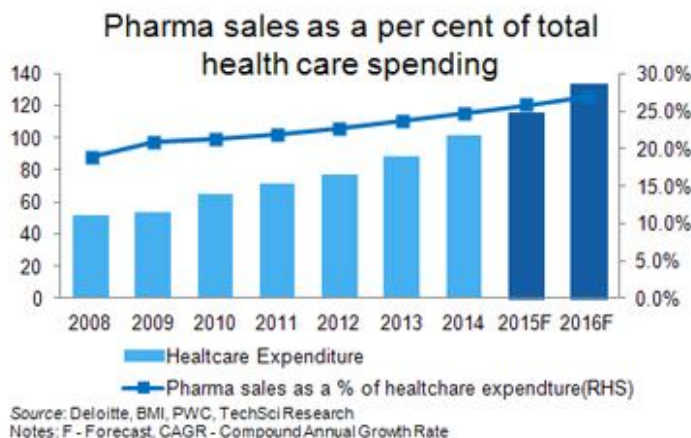
2025. Biopharma, comprising vaccines, therapeutics and diagnostics, is the largest sub-sector contributing nearly 62 per cent of the total revenues at Rs 12,600 crore (US\$ 1.90 billion).

### Executive Summary

Leading pharma producer	• Indian pharmaceutical sector accounts for about 2.4 percent of the global pharmaceutical industry in value terms and 10 percent in volume terms
One of the highest exports	• India accounts for 20 percent of global exports in generics
Among fastest growing industries	• The country's pharmaceutical industry is expected to expand at a CAGR of 22.42 percent over 2015–20 to reach USD 55 billion
Rapidly growing healthcare sector	• Indian healthcare sector, one of the fastest growing sectors, is expected to advance at a CAGR of 17 percent to reach USD 250 billion over 2008–20
Growing generics market	• The generics market is expected to grow to USD 26.1 billion by 2016 from USD 14.2 billion in 2015; India's generics market has immense potential for growth
Ranked 5th in terms of attracting FDI	• Cumulative FDI inflows worth USD 13.3 billion from April 2000 to May 15 • Attracted 5.19 percent of the total FDIs into India from April 2000 to May 15

### Steep growth expected in Pharmaceutical Expenditure

- Over 2012–20, total healthcare spending is expected to rise at a CAGR of 20 per cent to US\$ 280 billion from US\$ 65 billion
- Industry revenues are expected to expand at a CAGR of 12.1 per cent during 2012–20 and reach US\$ 45 billion
- Pharmaceutical sales, as a percentage of total healthcare spending, are expected to increase to 27 per cent by 2016 from 18.9 per cent in 2014;



## Advantage India

### Cost efficiency

- Low cost of production and R&D boosts efficiency of Indian pharma companies
- India's cost of production is approximately 60 per cent lower than that of the US and almost half of that of Europe
- Due to lower cost of treatment, India is emerging as a leading destination for medical tourism

### Economic drivers

- Economic prosperity to improve drug affordability
- Increasing penetration of health insurance
- With increasing penetration of chemists, especially in rural India, OTC drugs will be readily available

### Policy support

- Government unveiled 'PharmaVision 2020' aimed at making India a global leader in end-to-end drug manufacturer
- Reduced approval time for new facilities to boost investments
- In this sector, 100 percent FDI is allowed under automatic route

### Diversified portfolio

- Accounts for over 10 percent of the global pharmaceutical production
- Over 60,000 generic brands across therapeutic categories. Manufactures more than 500 different APIs
- 49 percent of all drug master filings from India is registered in the USA

### Growth of Exports

- Indian pharma companies are capitalising on export opportunities in regulated and semi-regulated markets
- The Ministry of Commerce targets to export USD25 billion worth of pharmaceuticals in 2016. Indian drugs are exported to more than 200 countries in the world, with the US as the key market
- India is the world's largest provider of generic medicines; the country's generic drugs account for 20 percent of global generic drug exports (in terms of volumes)

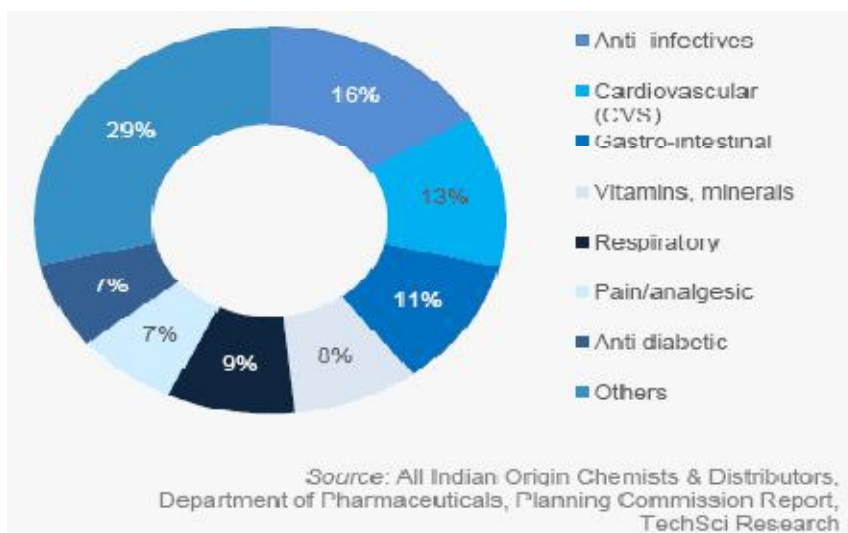
- In terms of value, exports of pharmaceutical products increase data CAGR of 26.1 percent to USD10.1billion during FY 06–13
- The Americas accounted for around 34 percent of Indian pharma exports in FY13, followed by Europe (26percent) and Asia (20percent)
- Exports to Africa increase data CAGR of 21percent from FY09 to FY13,contributed mainly by export of anti-malarial and anti-retroviral drugs
- During the same period, imports of pharmaceutical products rose at a CAGR of 25.4 percent to USD 1.8 billion



\*From April, 2013 to December, 2013

#### Indian Pharmaceutical segments by value

- Anti infective drugs command the largest share (16 percent) in the Indian pharma market
- The cardiovascular segment represents 13 percent of the market share; its contribution is likely to rise due to the growing number of cardiac cases in India
- Gastro- intestinal contributes around 11percent of the total value of pharma industry in India. With increasing number of research in gastroenterology, segment is going to grow at significant pace in coming years
- Top five segments contribute nearly 57 percent to the total drugs consumption





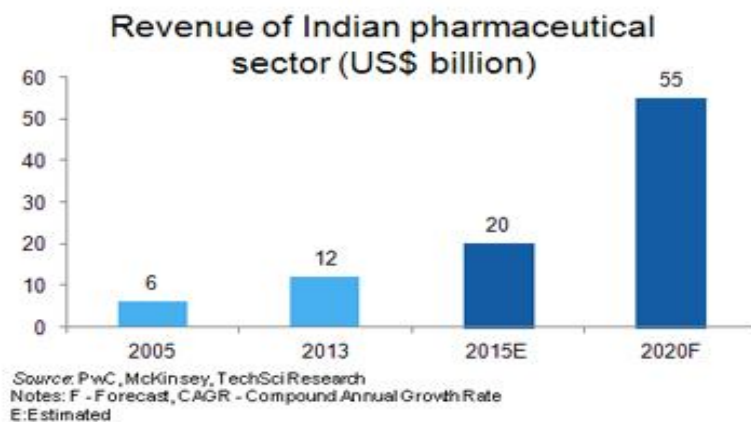
## Revenue Trends in Indian Pharma Sector

The Indian Pharmaceuticals market increased at a CAGR of 12.79% in 2015 from USD 6 billion in 2005, and is expected to expand at a CAGR of 15.92% to USD 55 billion by 2020

By 2020, India is likely to be among the top three pharmaceutical markets by incremental growth and sixth largest market globally in absolute size

By 2020, India is likely to be among the top three pharmaceutical markets by incremental growth and sixth largest market globally in absolute size. India's cost of production is significantly lower than that of the US and almost half of that of Europe. It gives competitive edge to India over others.

Increase in the size of middle class households coupled with the improvement in medical infrastructure and increase in the penetration of health insurance in the country will also influence in the growth of pharmaceuticals sector



## Investments in the sector

The Union Cabinet has given its nod for the amendment of the existing FDI policy in the pharmaceutical sector in order to allow FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to certain conditions.

The drugs and pharmaceuticals sector attracted cumulative foreign direct investment (FDI) inflows worth US\$ 13.34 billion between April 2000 and June 2015, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Some of the major investments in the Indian pharmaceutical sector are as follows:

- Stelis Biopharma announced the breakthrough construction of its customised, multi-product, biopharmaceutical manufacturing facility at Bio-Xcell Biotechnology Park in Nusajaya, Johor, Malaysia's park



and ecosystem for industrial and healthcare biotechnology at a total project investment amount of US\$ 60 million.

- Strides Arcolab entered into a licensing agreement with US-based Gilead Sciences Inc to manufacture and distribute the latter's cost-efficient Tenofovir Alafenamide (TAF) product to treat HIV patients in developing countries. The licence to manufacture Gilead's low-cost drug extends to 112 countries.
- Founder and Executive Chairman, Apollo Hospitals, Mr Prathap C Reddy informed that the Apollo Hospitals Enterprise (AHEL) aims to add another 2,000 beds over the next two financial years, at a cost of around Rs 1,500 crore (US\$ 226.26 million).
- CDC, the UK's development finance institution, invested US\$ 48 million in Narayana Hrudayalaya hospitals, a multi-speciality healthcare provider, with an aim to expand affordable treatment in eastern, central and western India.
- Cadila Healthcare Ltd announced the launch of a biosimilar for Adalimumab - for rheumatoid arthritis and other auto immune disorders. The drug will be marketed under the brand name Exemptia at one-fifth of the price for the branded version-Humira. Cadila's biosimilar is the first in class and an exact replica of the original in terms of safety, purity and potency of the product, claims the company.
- Torrent Pharmaceuticals entered into an exclusive licensing agreement with Reliance Life Sciences for marketing three biosimilars in India — Rituximab, Adalimumab and Cetuximab.
- Piramal Enterprises Ltd acquired US-based Coldstream Laboratories for US\$ 30.6 million in an all-cash transaction.
- Indian Immunologicals Ltd plans to set up a new vaccine manufacturing facility in Pondicherry with an investment of Rs 300 crore (US\$ 45.25 million).
- SRF Ltd has acquired Global DuPont Dymel, the pharmaceutical propellant business of DuPont, for US\$ 20 million.
- Marksans Pharmaceuticals acquired US-based Time-Cap Laboratories, a manufacturer and marketer of solid dose generic pharmaceuticals, including private label over-the-counter medications, generic prescription drugs and nutritional supplements.
- Intas Pharmaceuticals is the first global company to launch a biosimilar version of Lucentis, the world's largest selling drug for treatment of degenerative eye condition called Razumab.

### **Government Initiatives**

The Addendum 2015 of the Indian Pharmacopoeia (IP) 2014, published by the Indian Pharmacopoeia Commission (IPC) on behalf of the Ministry of Health & Family Welfare, is expected to play a significant role in enhancing the quality of medicines that would in turn promote public health and accelerate the growth and development of pharmaceutical sector.

The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments. Further, the government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

Some of the major initiatives taken by the government to promote the pharmaceutical sector in India are as follows:

- Indian and global companies have expressed 175 investment intentions worth Rs 1,000 crore (US\$ 150.84 million) in the pharmaceutical sector of Gujarat. The memorandums of understanding (MoUs) would be signed during the Vibrant Gujarat Summit.
- Telangana has proposed to set up India's largest integrated pharmaceutical city spread over 11,000 acres near Hyderabad, complete with effluent treatment plants and a township for employees, in a bid to attract





investment of Rs 30,000 crore (US\$ 4.52 billion) in phases. Hyderabad, which is known as the bulk drug capital of India, accounts for nearly a fifth of India's exports of drugs, which stood at Rs 95,000 crore (US\$ 14.3 billion) in 2014-15.

- The government has planned to set up Rs 500 crore (US\$ 75.4 million) venture capital fund to boost domestic pharmaceutical industry and to provide cheaper loans to entities looking to establish or upgrade manufacturing facilities.
- At the launch of Cluster Development Programme of pharmaceutical sector, minister of Fertiliser and Chemicals, announced that six pharmaceutical parks will be approved and established this year which will have sufficient infrastructure and facilities for testing and treatment of drugs and also for imparting training to industry professionals.

### **Future Growth**

The Indian pharmaceutical market size is expected to grow to US\$ 100 billion by 2025, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

*Source: IBEF, Consolidated FDI Policy, Department of Industrial Policy & Promotion (DIPP), Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council, TechSci Research*



## **OUR BUSINESS**

*In this section “our Company” refers to the Company, while “we”, “us” and “our” refers to Kwality Pharmaceuticals Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated financial information. This section should be read together with "Risk Factors" on page 13 and "Industry Overview" on page 79 of this Prospectus.*

### **Overview**

Our Company ‘Kwality Pharmaceuticals Limited’ was incorporated on May 04, 1983 vide Certificate of Incorporation issued by the Registrar of Companies, Punjab, H.P. and Chandigarh. We are engaged in the business of manufacturing of broad range of finished pharmaceutical formulations in a dosage form. We carry out our production through our state-of-the-art manufacturing units situated at 6th Mile Stone, Village Nag Kalan, Majitha Road, Amritsar - 143006, Punjab, which is also our registered/administrative office and another manufacturing facility situated at 1-A Industrial Area, Raja ka bagh, Jassur - 176201, Himachal Pradesh. Both our manufacturing facilities are well equipped and multiple products are manufactured at these facilities. Since incorporation our Company is ever progressing in Domestic and International market based on our commitment towards high quality and timely supplies. We provide specified and quality products for our customers while maintaining honesty, integrity and loyalty to our employees and customers.

Our Company has the most modern & sophisticated plant, equipments, technique and manpower. Our company is ISO-9001:2000 and ISO 14001:2004 certified, and we are working with new SCHEDULE M and W.H.O. norms and certified with GMP and WHO certificate. Our production is based on standards laid down in pharmacopeia and technical reports series (TRS) guidelines of WHO (world health organization). The working of the company is defined in quality manual and exhibited in site master file of the company for each location. The working of the company is governed by standard operating procedures (SOP). The company is shortly going to be digitalized for all its working and records as per SOP. As per these standards, we keep all records of inputs and testing of inputs used in production. Further, the in-process testing records are maintained and finished goods are also tested and then allowed for sale. Our Company maintains complete traceability record of goods as per batch wise, order wise and sale bill wise. We are taking extreme care for environment of working premises, surroundings, machinery. The training program of staff, food and health of workers are in place. We are keeping the records of all transaction.

### **Our Competitive Strength**

#### ***Experienced Management Team and cohesive teamwork***

We believe that, leadership is the result of team work allowing issues and ideas to be developed, widening our competitive advantage. Our Promoters, who also form part of Board of Directors of our Company, have a proven background and rich experience of more than three decades in the manufacturing of pharmaceutical formulations. Also, our Company is managed by a team of experienced personnel. The team comprises of personnel having technical, operational and business development experience. We believe that our management team’s experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. The cohesive teamwork in our Company gives wide and competitive edge over other players in the field and benefits the company as well as our customers. It is also expected to help us in addressing and mitigating various risks inherent in our business, including technical problems, significant competition, reliance on independent contractors and the global economic crisis etc.

#### ***Identification of Consumer Preferences***

Our core competency lies in understanding the prevailing needs of our customers and accordingly manufacturing products assuring our customers quality. In addition, our competency also lies in identifying the gaps and foraying into the untapped market segments with unique products. Our Company is a marketing centric organisation and works on the consumer’s need and accordingly modifies the product and design know-how. We have also set up a



very effective customer care department under the leadership of managing director of the company. The motto of the customer care department is the prompt response to customers with regard to dossiers, samples, prices and track of their order. We have an in house arrangement to make designs for packaging and after taking the approval from our customers.

### ***Quality Assurance and Standards***

We always target to offer quality products to our customers. We adopt quality check to ensure the adherence to desired specifications and quality. We have established world class quality standards and our production is based on standards laid down by standard operating procedure (SOP's) and defined method of working by SOP's. We have set up a laboratory which is fully equipped for checking the quality of the inputs processes and finished products. Our Company maintains complete traceability record of goods as per batch wise, order wise and sale bill wise. Since, our Company is dedicated towards quality products, processes and inputs; we get repetitive orders from our customers as we are capable of meeting their standards.

### ***Diversified product mix***

Our Company manufactures tablets, capsules, small volume liquid injections, liquid syrups, dry syrup, dry injection, dental cartridges, suppositories etc. We believe that our ability to cater a wider customer base on account of our diversified product offering has enabled us to provide customization options to our valued customers. To further strengthen our product mix, we have made efforts to focus on niche sectors for providing new products such as anti-cancer, anti-malarial, anti-TB and anti-HIV. We believe that our ability to provide a mix of high-value niche products along with being active in the volume segments, has helped in balancing our revenues. With the proposed capacity expansion by way of setting up of the Proposed Project, our Company envisages the strengthening of its ability to provide value-added products by having a greater range as well as capture a larger customer base with such increased range.

### ***Diversified customer base: Pan India and Global***

#### **Pan India presence**

Our products are utilized in various parts of the country to the state government and hospitals supply, mainly Kerala government, Tamilnadu government, Gujrat government, Telengana government, Odhissa, Uttar Pradesh etc.

#### **Global Presence**

Our presence in the global market has been rapidly increasing and our products are currently shipped to the countries namely Dominican Republic, Dr Congo, Gabon, Gambia, Ghana, Guinea, Honduras, Kazakhstan , Libya, Malawi Mali, Mauritania, Mauritius, Mozambique, Myanmar, Niger, Nigeria, Paraguay, Philippines Senegal, Sri Lanka, Togo, Zambia



## **Our Strategies**

### ***Strengthening of product portfolio and developing capabilities to manufacture a wider range of products***

It is our endeavour to constantly improve quality of our products by using validation process. We are also increasing the range of products to cater to our customers' requirements both within our own facility/sections framework. At our Proposed Project, we intend to manufacture anticancer products.

### ***Focus on consistently meeting quality standards***

Our Company intends to focus on adhering to the quality standards of the products. Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our technically qualified persons are determined to achieve the objective of zero defects and zero rejection. To complement the efforts of our technical team, we are equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory. Our testing and development laboratory will play an integral role in making improvements in quality of our products and development of special products. Further, we propose to enhance our efficiency by introducing advanced machinery and reducing our dependency on manual labour thereby capitalizing our method of production. This is necessary so as to make sure that we get repeat orders from our customers.

### ***Leveraging our Market skills and Relationships***

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

### ***Enhance customer base by entering new geographies to establish long-term relationships***

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products indifferent parts of the country. Our Company operates out of Amritsar India we propose to increase our marketing and sales team which can focus in different regions and also maintain and establish relationship with customers. Enhancing our presence in additional regions will enable us to reach out to larger population. Further our company believes in maintaining long term relationships with our



customers in terms of increased sales. We aim to achieve this by adding value to our customers through innovation, quality assurance and timely delivery of our products.

### ***Focus on Research and Development***

Currently our R & D Center situated at Amritsar for the identification and development of potential products. We intend to continue our initiatives in research and development in order to enhance our differentiated product portfolio in both the Domestic Market and international markets. As part of our strategy, we will continue to focus on vertical integration for better control over our quality, supply chain and costs, by predominantly using in-house APIs. Our Company believes that its focus on R&D will result in development of high quality products and processes and will form the basis for various patents, which in turn will give our Company a significant boost in brand value. Our increased R&D effort will be aimed at pre formulation studies, prototype development, scale-up, optimization and technology transfer from unstable chemicals to successful API development.

### **Our Products**

Our Company is leading manufacturer & exporter of pharmaceutical formulations in Liquid Orals, Powder for Oral Suspension, Tablets, Capsules, Sterile Powder for Injections, Small Volume injectables, Ointments , External Preparations, etc. in various categories such as Betalactum & non Betalactum, Hormones, Cytotoxic (Oncology) and Effeverscent as per new GMP norms. The company specialises in handling customised business as per the requirements. The company has registered its products in different Countries of Europe, Africa, Asia, Central American and South American Countries & CIS Countries.

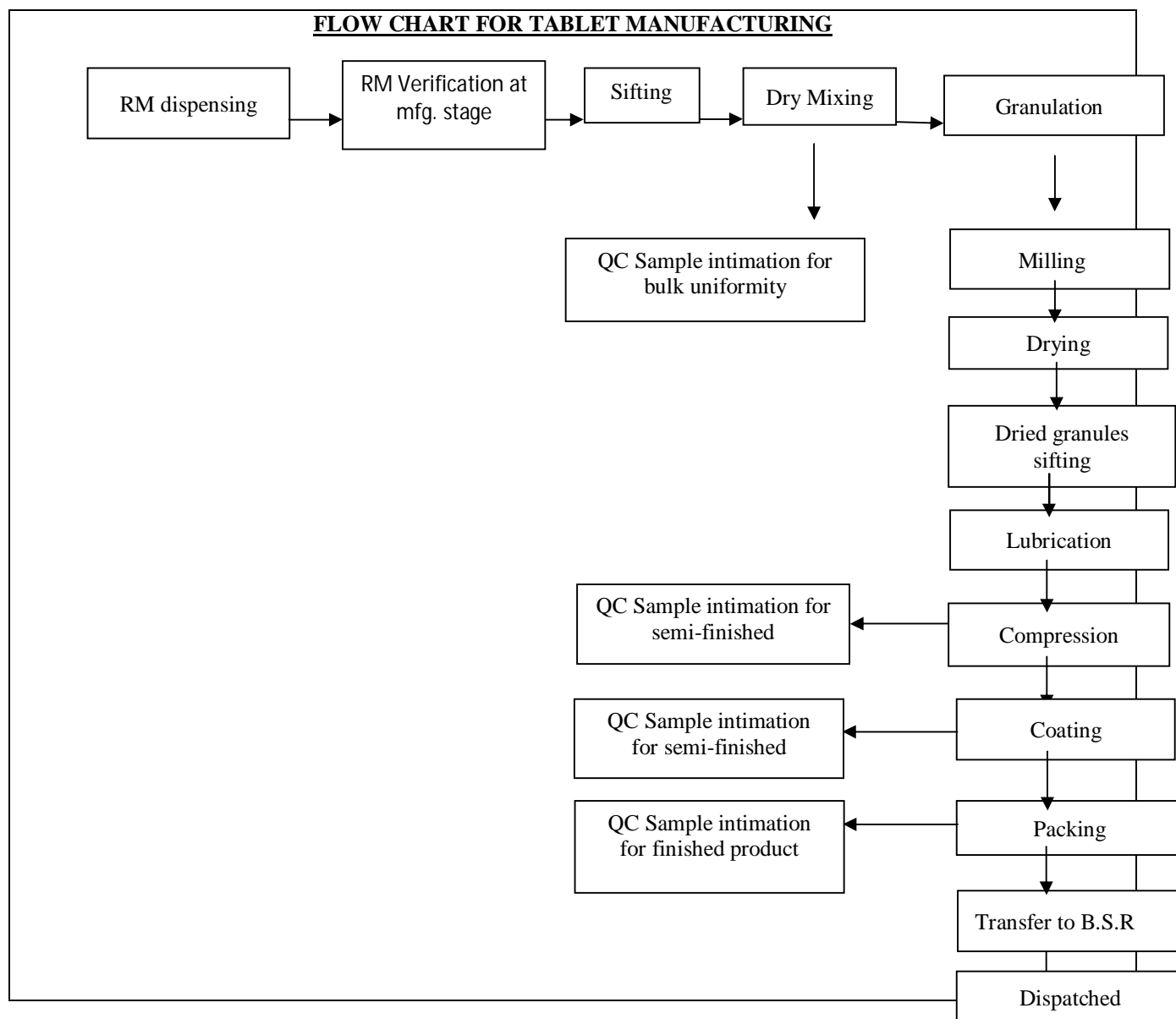




Details about our products are mentioned below:

## 1. Tablets

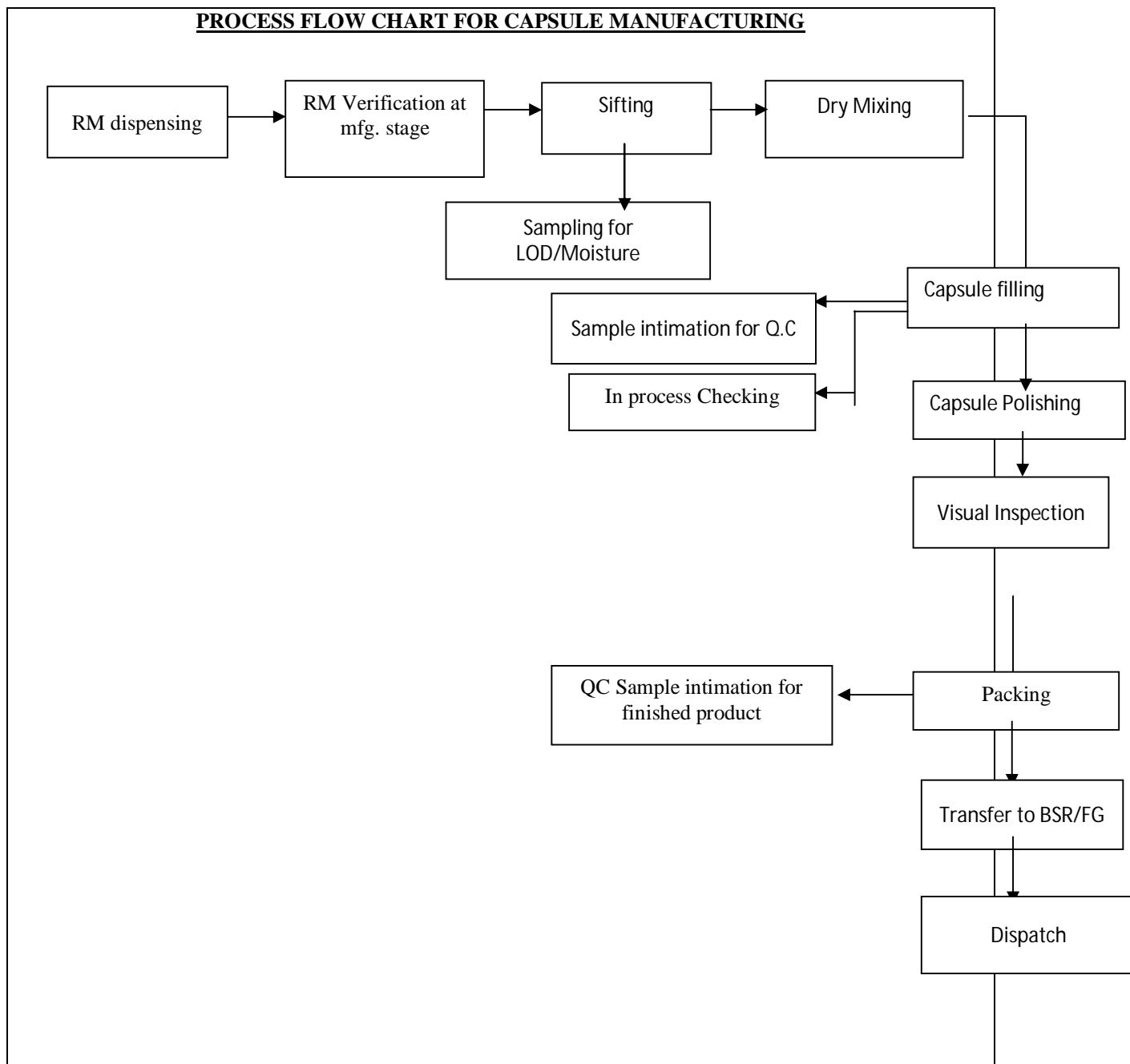
We are currently manufacturing several categories of tablets namely tablet generic, hormone, oncology and betalactum. At our both the manufacturing unites we have allocated separate areas to each category of the product. Each product is manufactured as per the procedure laid down by the Master formula. The Master formula is made by the Quality Assurance department after considering the composition and the stability of the product. We are also manufacturing coated tablets. The coating is selected as per the market trends available for the particular drug. Sugar coating, film coating, and enteric coating are some of the common coatings done on tablets.





## 2. Capsules

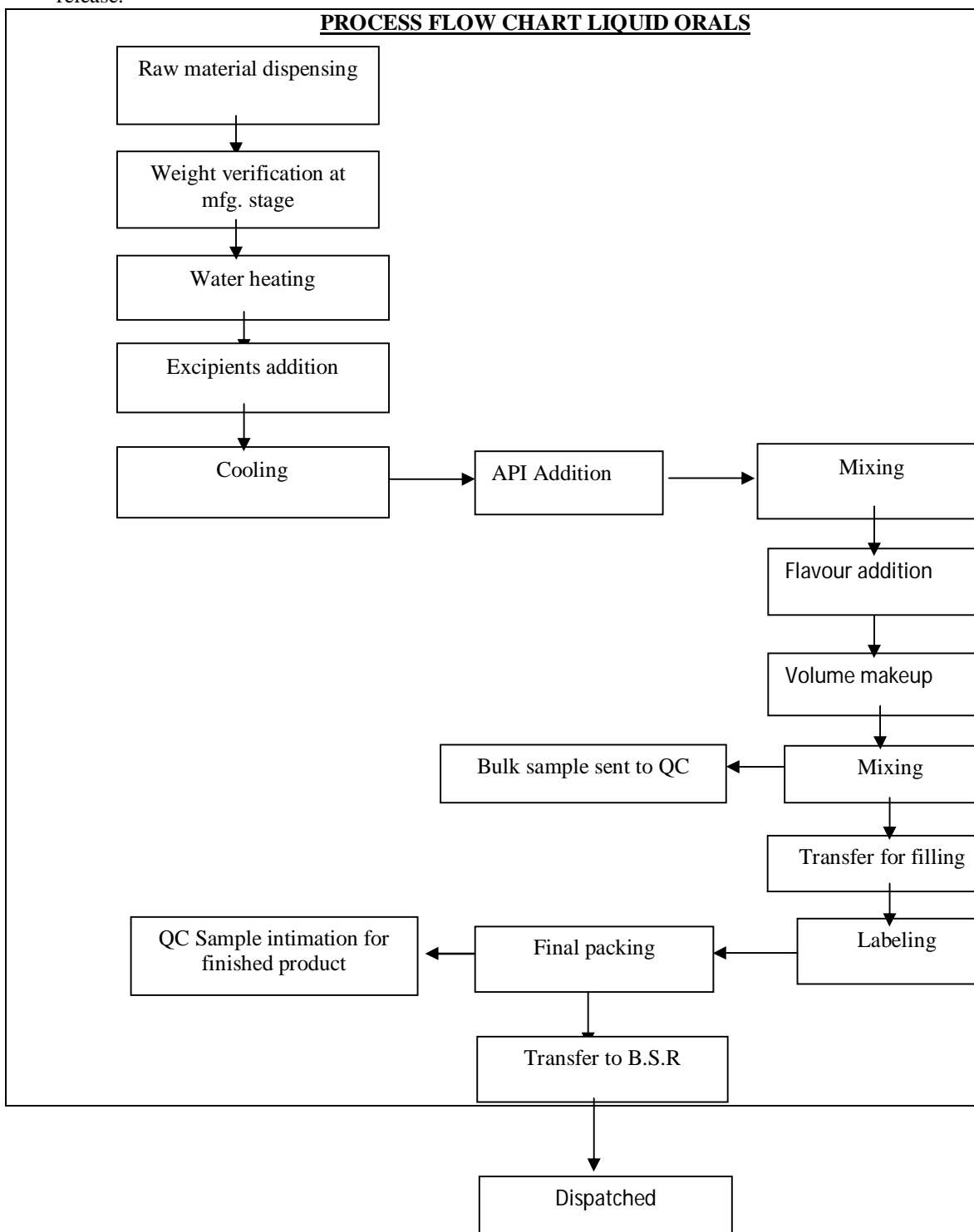
We manufacture several varieties in hard gelatin capsules including soft gelatin capsules at our manufacturing facilities. The empty shells are generally purchased from registered vendors and the filling and locking is done by us as per the specifications. Extreme quality check including temperature and humidity check is been done while manufacturing of capsules before sending the same to our packing department.





### 3. Liquid Orals

We have the capacity to manufacture 60,000 bottles of 60 ml per day of liquid orals. The categories of liquid orals include anti-pyretic, anti-gastric, anti-therapeutic, cough syrups etc. The process involves the heating, mixing, filtration, filling, capping, sealing, checking, labeling, packing and then testing before release.

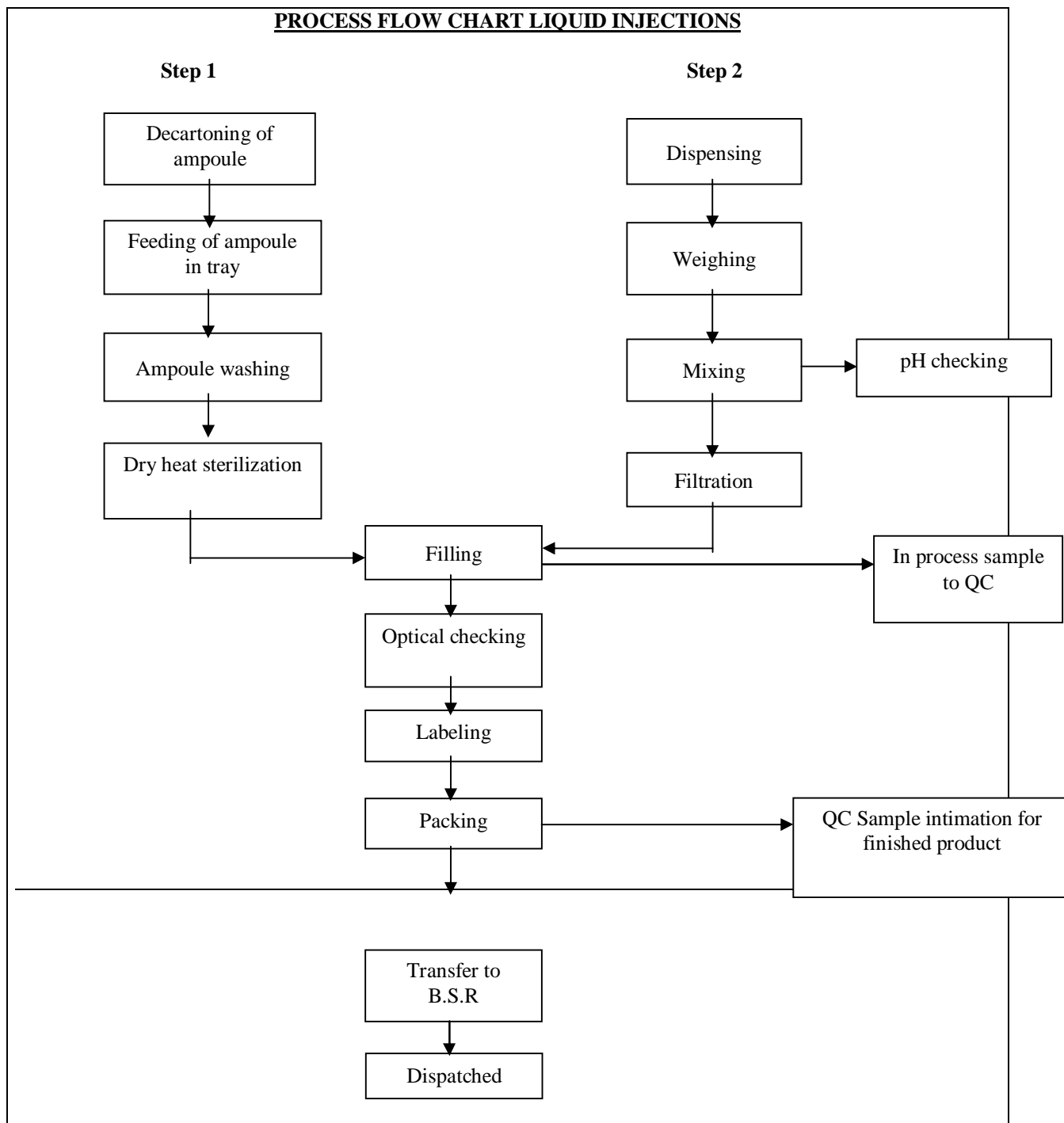






#### 4. Liquid Injections (small volume)

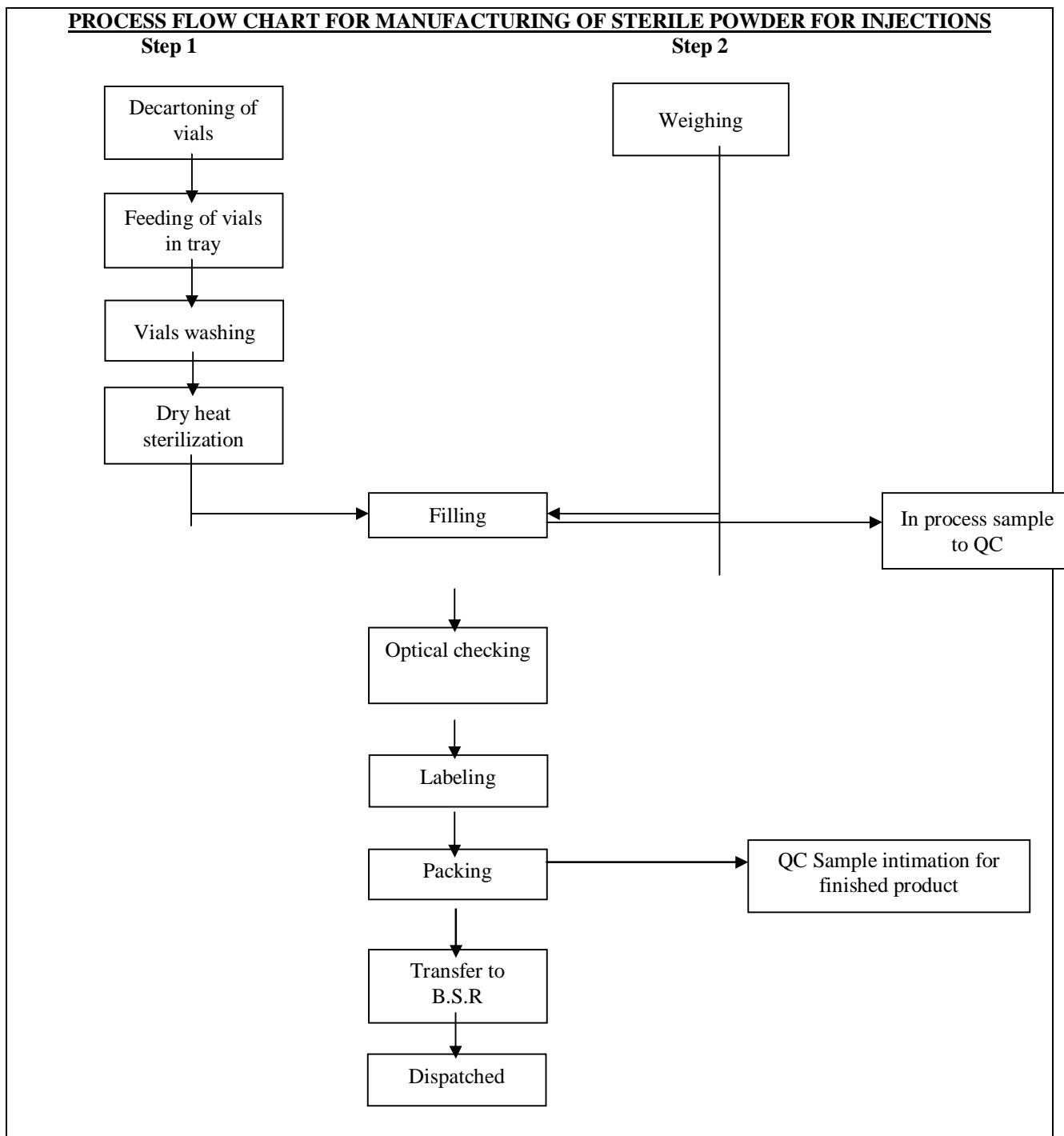
We produce variety of liquid injections including anesthetics, anti-cancer, anti-coagulates, anti-pyretic, anti-gastric, anti-therapeutic, anti-malarial etc. This category of doses points for parental preparation. In this category Ampoules, vials and dental cartridges are manufactured. Ampoules are single dose container filled with sterile material vials are multidosed container filled with sterile material.





## 5. Sterile Powder for Injection

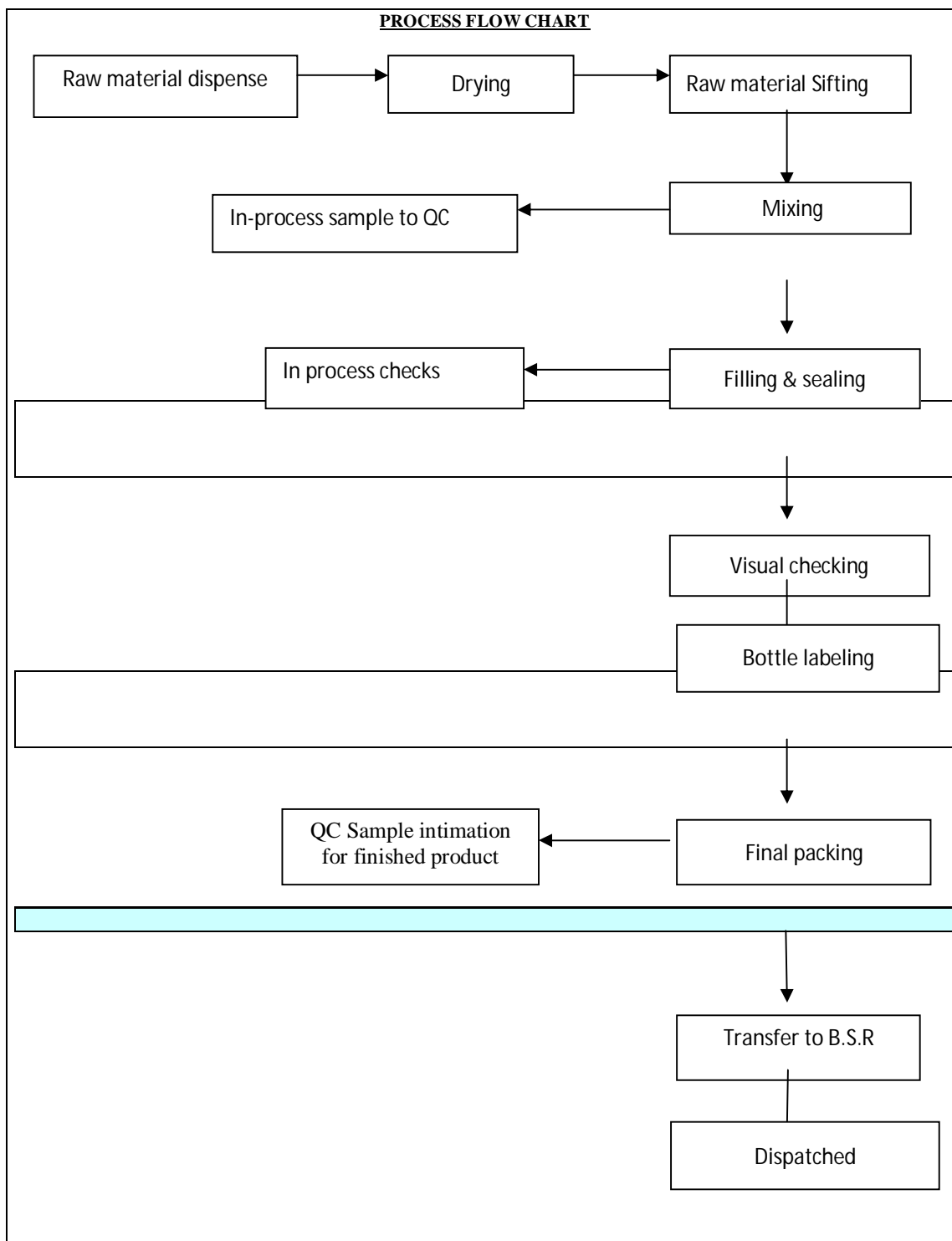
We manufacture this dosage form which is used where the products for injection is unstable when made into a liquid preparation. Products to be manufactured in this category are purchased as sterile bulk drug. They are first tested for sterility and endotoxin and then they are used to make the dosage form.





## 6. Dry Powder for Oral suspension

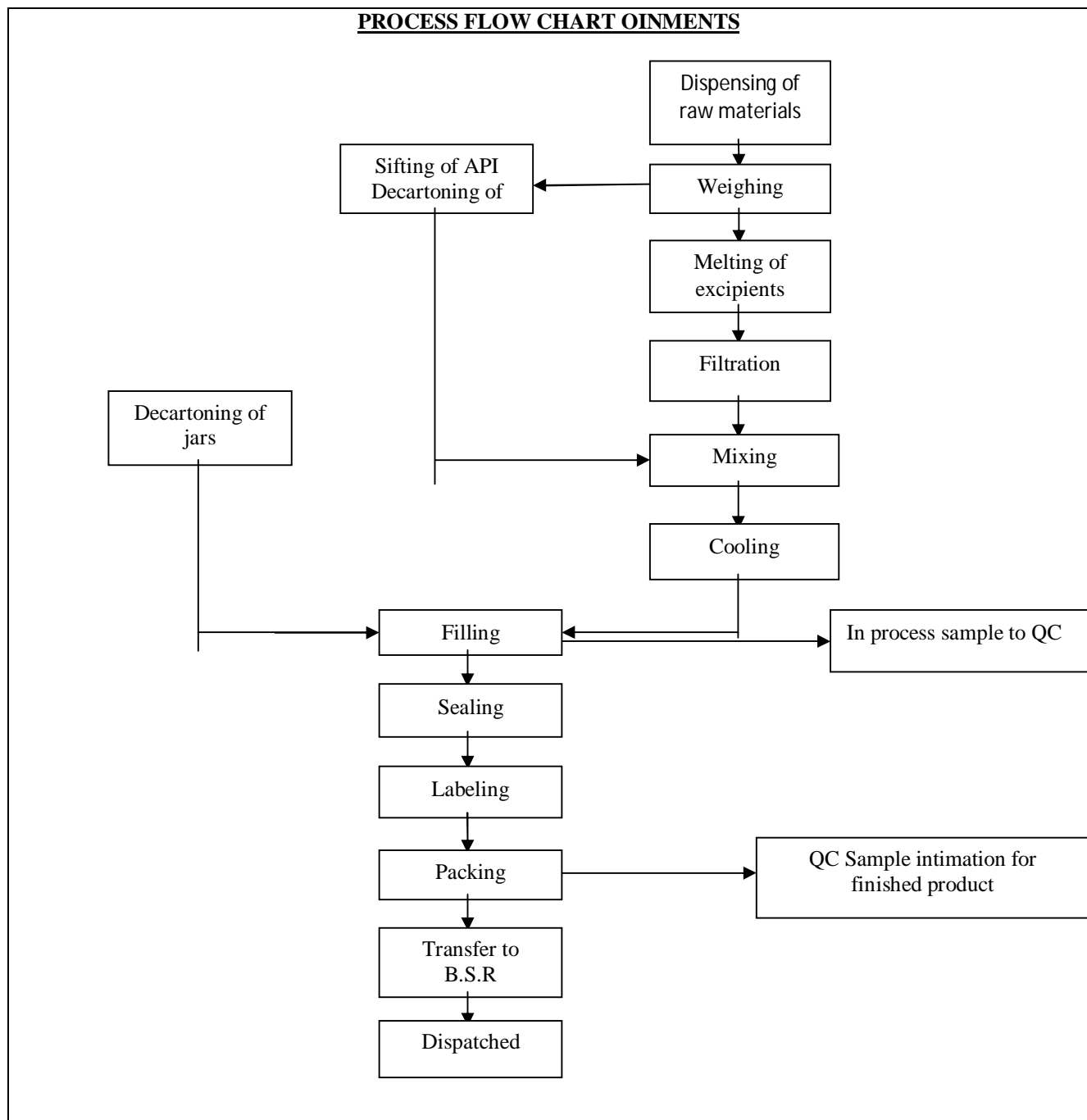
We produce powder for oral suspension in anti-biotic in various varieties. This dosage is formulated if a liquid preparation has a limited shelf- life because of physical or chemical instability.





## 7. Ointments

We manufacture ointments in various varieties including anti-bacterial, anti-fungal, cosmetic ointments, anti-inflammatory etc. These are semi-solids preparations designed to exert local activities when applied to skin or certain mucous-membrane. These are usually oil-in-water emulsion or water-in-oil emulsion. Ointments are prepared by mixing oil phase and water phase.

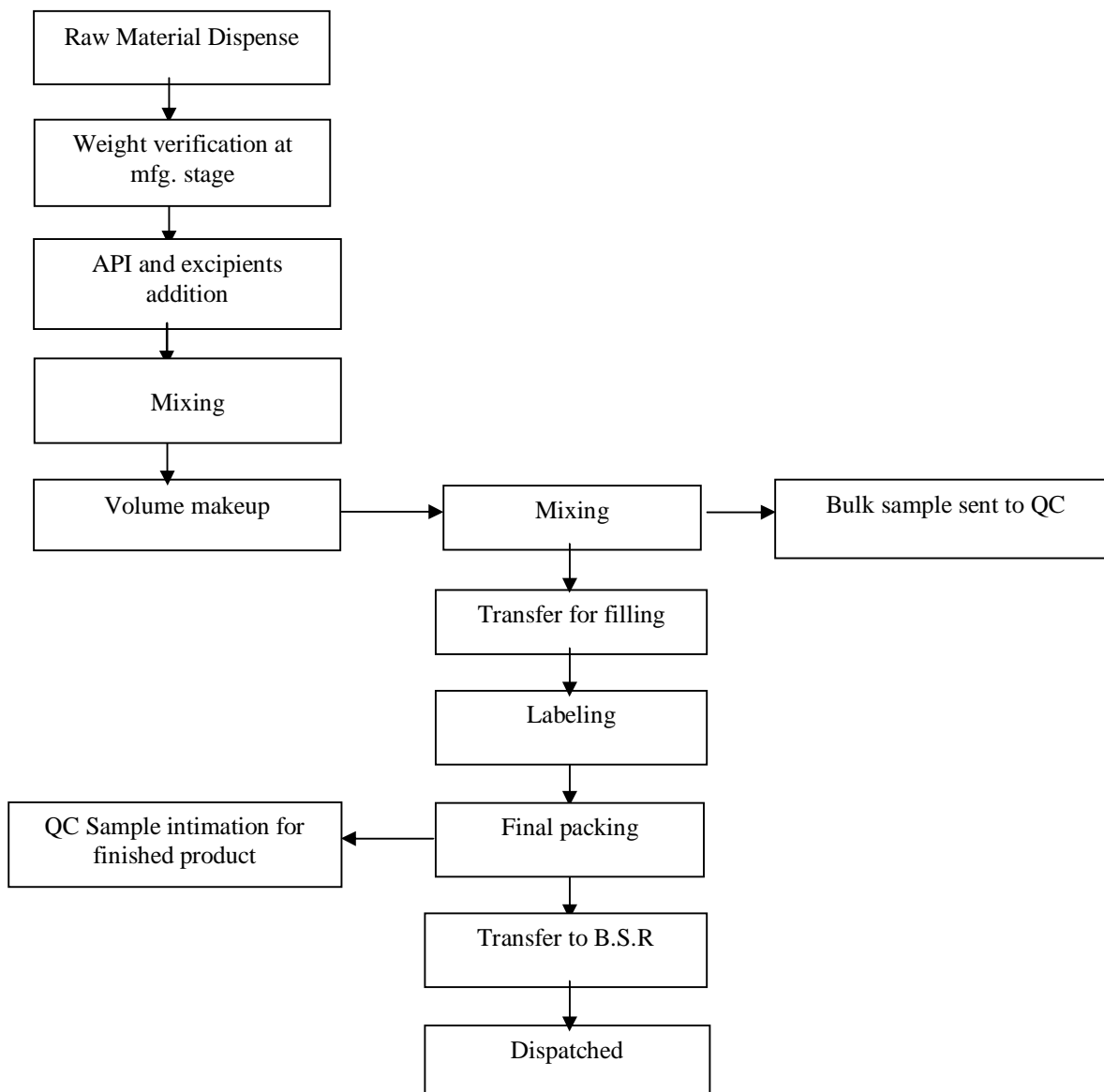




## 8. External Preparation

We also manufacture the preparations intended for application to the skin. This includes lotions, topical solution and mouth washes etc.

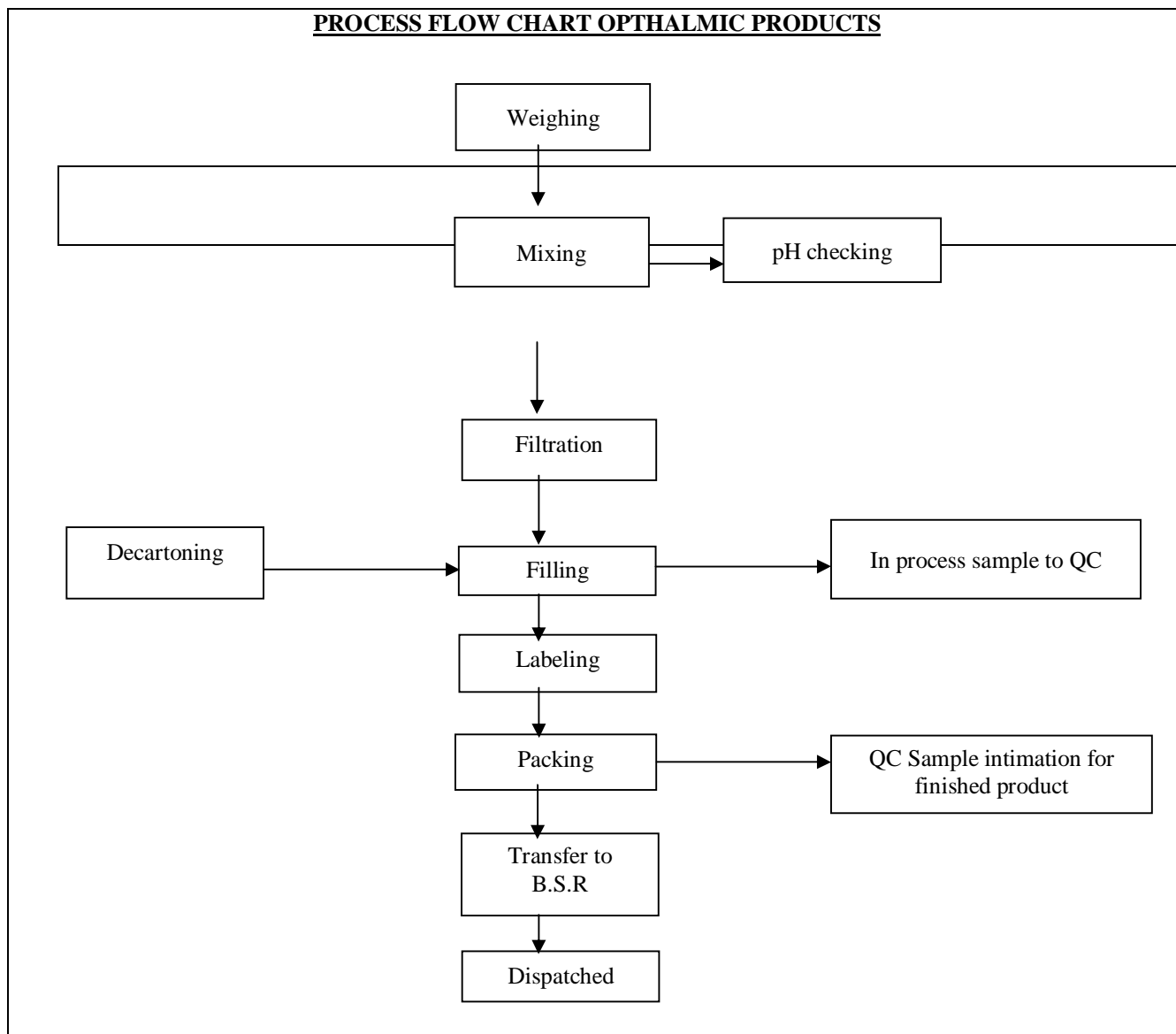
### PROCESS FLOW CHART EXTERNAL PREPARATIONS





## 9. Ophthalmic

We manufacture ophthalmic preparations. These are the products applicable to the eye. All ophthalmic products are required to be sterilized and free from foreign particles. They may be presented as either single use or multi use products. An extreme care has been taken with respect to quality control while manufacturing these products.





## Capacity and Capacity utilisation

The production and utilized capacities of our Company for the past three years and also the projected capacities and utilizations for the subsequent three years are set forth in the following tables:

### Existing capacity utilisation

#### Amritsar Unit

Sr. No.	Particulars	Unit of Measurement	Total Installed Capacity	FY 2012-2013		FY 2013-2014		FY 2014-2015	
				utilisation of capacity	% utilisation of capacity	utilisation of capacity	% utilisation of capacity	utilisation of capacity	% utilisation of capacity
1	Tablet Generic	kg	1,00,000	51,600	51.60	64,504.74	64.50	43,967.02	43.97
2	Capsules Generic	kg	15,000	6,156	41.04	7,696.20	51.31	7,311	48.74
3	Liquid Orals	litres	4,50,000	1,11,990	24.89	131,753.28	29.28	172,468.80	38.33
4	Ointments Gels And Creams	kg	1,25,000	12,025	9.62	13,361.38	10.69	22,579.06	18.06
5	Powders (ORS +)	kg	76,800	30,900	40.23	36,458.04	47.47	15,770.76	20.53
6	Small Volume Liquid Injection	litres	50,000	27,990	55.98	34,862.53	69.73	29,116.29	58.23
7	Beta Lactum Tablet	kg	47,500	23,500	49.47	27,644.89	58.20	18,843.01	39.67
8	Beta Lactum Capsule	kg	15,625	9,812	62.80	11,544.30	73.88	8,205.55	52.52
9	Beta Lactum Dry Syrup	litres	1,65,000	19,812	12.01	20,586.45	12.48	26,948.25	16.33
10	Beta Lactum Dry Injection	kg	5,000	3,350	67.00	3,940.76	78.81	2,851.185	57.02
11	External Liquids	litres	2,10,000	26,350.40	12.55	32,938.32	15.68	43,117.20	20.53
12	Ophthalmic Preparation	litres	12,500	0.00	0.00	1,721.19	13.77	1,517.335	12.14
13	Dental Cartridges	litres	2000	0.00	0.00	33.16	1.66	50.26	2.51



**Jassur, Himachal Pradesh Unit**

Sr. No.	Particulars	Unit of Measurement	FY 2012-2013			FY 2013-2014		FY 2014-2015	
			Total Installed Capacity	utilisation of capacity	% utilisation of capacity	utilisation of capacity	% utilisation of capacity	utilisation of capacity	% utilisation of capacity
1	Tablet Generic	kg	100000	8800	8.8	15000	15.00	18000	18.00
2	Liquid Orals	litres	450000	100000	22.22	115000	25.56	120000	26.67
3	Capsules	kg	100000	4800	4.8	-	-	-	-

**Collaborations**

The Company has so far not entered into any technical or financial collaboration agreement.

**Manufacturing Facilities**

We presently have two multipurpose manufacturing facilities in India located at Amritsar and Jassur.

**Amritsar Unit**

This unit is located at, 6th Mile Stone, Village Nag Kalan, Majitha Road, Amritsar - 143006, Punjab, This is the key facility from where we manufacture multiple products. This unit also serves as Administrative Office of our Company and our in-house R&D facility is also located at this site.

**Jassur, Himachal Pradesh Unit**

This unit is located at 1-A Industrial Area, Raja ka bagh, Jassur - 176201, Himachal Pradesh. We manufacture multiple products from this facility.

For further details of ownership / lease of the above locations, please refer to “*Our Business – Properties*” on page no. 102 of this Prospectus.

**Utilities****Raw Material**

The raw material that are required at the manufacturing plant premises are brought by road. Currently, our Company meets our raw material requirements from local suppliers as well as through imports.

**Water-supply**

We have our own installed plant system within the factory premises. The source of water is earth spring taken from 600 feet below the ground. It has a capacity to produce 2000 liters of RO and de-mineralized water per hour and 120 liters of distilled water per hour.



## Power

We have availed of a power connection from Punjab Electricity Board for Amritsar Unit with connected and sanctioned load of 600 KVA, which is sufficient to meet our plant requirement at 540 KVA.

At our Jassur unit we have availed a power connection from Himachal Pradesh Electricity Board with connected and sanctioned load of 300 KVA which is sufficient to meet our 180 KVA requirement.

## Human Resources

We have 151 employees on full time job divided into following categories.

Sr. No.	Category	No. of Employees
1	Top Management	10
2	Middle Management	40
3	Lower Management	40
4	Junior Staff	61
	<b>Total</b>	<b>151</b>

## Competition

The pharmaceuticals market is highly competitive and fragmented, and we face competition from various domestic and international manufacturers. Moreover, as we seek to diversify into new geographical areas globally, we may face competition from existing players that have presence in respective markets. In order to counter the competition, our focus would be to provide products that would be in consonance with technical and quality requirements of our customer as well as by trying to offer a competitive pricing model without compromise on the quality.

## Export possibility and obligation

We have imported capital goods under Export Promotion Capital Goods (EPCG) the details of the same are set forth in the table below:

Lic. No.	Date	Export Obligation	Export Obligation fulfilled	Balance Export Obligation	Export Obligation to be completed before
1230001462	28.12.2015	` 3936282	` 6513626.23	Nil	27.12.2021

## Approach to marketing and marketing set-up

We have developed a marketing network across the world and in the various states of the country. Our marketing team is led by our Promoter Mr. Ramesh Arora, who is responsible for the overall marketing strategies. Our marketing team comprises of managers which lead the sub-departments of exports and domestic. The marketing team is also assisted by a technical team. The export team identifies prospective dealers through the online method/direct marketing method and assists in the procurement of export orders. The Domestic team taps the Indian Market through the direct marketing approach by identifying their requirements and showcasing our ability to provide customized products. We have a network of authorised dealers/distributors operating in various states who assist in the sale of our products.



## Our Properties

### Properties owned by us

Sr. No.	Date of Purchase	Description and area	Purchase Consideration	Vendors
1	Sale Deed dated March 19, 2014.	<u>Description:</u> 3 Kanal 14 Marla Khasra No. 152//2 (3-14) min situated at VillNaag Sub TehMajitha, Distt Amritsar	<u>Amount Paid:</u> ` 5,60,000/- (Rupees Five Lakh Sixty Thousand Only) <u>Stamp Duty:</u> ` 33,000/- (Rupees Thirty Three Thousand Only)	Rajesh Kumar, Vikas Kapoor and Atul Aggarwal
2	Sale Deed dated June 24, 2011.	<u>Description:</u> 3 Kanal 14 Marla Killa No. 152//9 (0-11), 152//2 (3-1) KhataKhatunii No. 323/371, 536/617 Jamabandi of year 2004-05 situated at VillNaag Sub TehMajitha, Distt Amritsar  <u>User:</u> Proposed to be used	<u>Amount Paid:</u> ` 14,50,000/- (Rupees Fourteen Lakh Fifty Thousand Only) <u>Stamp Duty:</u> ` 72,500/- (Rupees Seventy Two Thousand Five Hundred Only)	Baldev Singh through Attorney Puneet Gupta
3	Sale Deed dated April 12, 2005.	Municipal No. 2783 Gali No. 6, on First Floor without terrace rights in Ward No. XV, area measuring 88.2 sq. yards situated at ChunaMandi, Paharganj, New Delhi	<u>Amount Paid:</u> ` 3,00,000/- (Rupees Three Lakhs Only) <u>Stamp Duty:</u> ` 24,000/- (Rupees Twenty Four Thousand Only)	Smt. Poonam Behl wife of Shri Sunil Behl R/o 2395 Tilak Street, ChunaMandi, New Delhi

### Properties taken on lease by us

Sr. No.	Date of Agreement and Tenure	Description and Area	Consideration	Lessor/Licensor
1	October 20, 2004 <u>Commencing :</u> 99 years from October 11, 2002	<u>Description:</u> 14kanal and 17 marlas with killa No.152/5 (6-17), 152/4 (8-0) having KhewatKhatoli No.368/435, 581/761 with Hadbast No.334 of year 1994-95 situated at village Nagkalan, Tehsil Distt.	<u>Annual Rent:</u> ` 8,000/- (Rupees Eight Thousand Only) [ ` 4,000/- (Rupees Four Thousand Only) payable to each Lessor in advance before the expiry of the fifteenth day of every first month]	<u>Lessors:</u> Ramesh Arora and Ajay Arora



Sr. No.	Date of Agreement and Tenure	Description and Area	Consideration	Lessor/Licensor
		Amritsar	<u>Stamp Duty:</u> ` 1,000/- (Rupees One Thousand only)	
2	September 26, 2012 <u>Commencing</u> : 49 years from September 1, 2012	<u>Description:</u> 5 kanal out of killa no.152/3/1/1 (1-6), 3/1/2 (1-3), 3/2 (5-11), 130//23/2 (2-0) having khatakhataoni no. 822/1050,323/371 jamabandi year 2004-2005 <u>User:</u> Used as factory premises	<u>Annual Rent:</u> ` 5,000/- (Rupees Five Thousand Only) [ ` 2,500/- (Rupees Two Thousand Five Hundred Only) payable to each] Lessor in advance before the expiry of the fifteenth day of every first month] <u>Stamp Duty:</u> ` 600	<u>Lessors:</u> Ramesh Arora and Ajay Arora
3	September 26, 2012 <u>Tenure:</u> 49 years from September 1, 2012	<u>Description:</u> 5 kanal out of killa no.152/3/1/1 (1-6), 3/1/2 (1-3), 3/2 (5-11), 1301/23/2 (2-0) having khatakhataoni no. 131/387,868/1078,553/646, jamabandi year 2004-2005	<u>Annual Rent:</u> ` 5,000/- (Rupees Five Thousand only) ` 2,500/- (Rupees Two Thousand Five Hundred only) payable to each Lessor in advance before the expiry of the fifteenth day of every first month] <u>Stamp Duty:</u> ` 600/- (Rupees Six Hundred only)	<u>Lessors:</u> Ramesh Arora and Ajay Arora
4	June 19, 2008 <u>Tenure</u> : 95 years from January 12, 2006	Plot No. 1-A, industrial Area Raja KaBagh, Tehsil Nurpur, District Kangra, Himachal Pradesh	<u>Annual Rent:</u> ` 250/- (Rupees two Hundred fifty only) per sq. m. for 5029 sq. m. (Five Thousand Twenty Nine square feet) for ` 12,57,250/- (Rupees Twelve Lakh Fifty Seven Thousand Two Hundred Fifty only) for fully developed plot as well as rent of Re. 1 (Rupees One only) per acre as agreed to be payable by the Lessee within 15 (fifteen) days of demand by the Lessor	Government of Himachal Pradesh



## Intellectual Properties

Our Company has nine registered and valid trademark approvals for various products under class 5, granted by the Registrar of Trademarks under the Trademarks Act, 1999 in India. Further, our Company has filed applications for registration of new trademarks. For more details about our trademarks please refer to chapter “Government and Other Approvals” beginning on page No 231 of this Draft Prospectus.

## Insurance Policies

Sr. No	Name of the policy	Policy No.	Insurance Company	Policy Tenure	Assets covered in policy	Insured Amount	Premium in `
1	Long Term Home Insurance Policy	1962257	SBI General Insurance	28-07-2014 to 27-07-2017	Property situated at Delhi	34,00,000	5046/-

## Vehicle Insurance

Sr. No.	Name of the policy	Insurance Company	Policy Tenure	Assets covered in policy	Insured Amount in `	Premium in `
1	Vehicle Insurance	Universal Sompo General Insurance Co. Ltd.	10.01.2016 to 09.01.2017	Tata Sumo Gold	4,92,314	22,267
2	Vehicle Insurance	Iffco Tokio General Insurance Co. Ltd.	17.10.2015 to 16.10.2016	Truck 909	7,91,200	24,555
3	Vehicle Insurance	Iffco Tokio General Insurance Co. Ltd.	15.01.2016 to 14.01.2017	Skoda Laura	7,22,000	41,206
4	Vehicle Insurance	TATA AIG General Insurance Co. Ltd.	26.11.2015 to 25.11.2016	Toyota Fortuner	20,10,000	50,172
5	Vehicle Insurance	Iffco Tokio General Insurance Co. Ltd.	15.01.2016 to 14.01.2017	Bus 709	4,98,750	41,185
6	Vehicle Insurance	Iffco Tokio General Insurance Co. Ltd.	29.07.2015 to 28.07.2016	Truck 407	3,14,401	19,472
7	Vehicle Insurance	Iffco Tokio General Insurance Co. Ltd.	02.07.2015 to 01.07.2016	Bus 712	10,33,137	53,375
8	Vehicle Insurance	Bharti Axa General Insurance Co. Ltd.	16.3.2016 to 15.3.2017	Jaguar/XF	53,10,000	1,40,884



## **KEY INDUSTRY REGULATIONS AND POLICIES**

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to the Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Our Company is engaged in the business of manufacturing, selling and exporting pharmaceutical products in particular Active Pharmaceutical Ingredients (API), Intermediates and Finished Dosage Formulations (FDFs) and Finished Dosage Forms (FDFs). Our Company is governed by a number of central and state legislations that regulate its business. The following discussion summarizes certain significant Indian laws and regulations that govern our Company's business.

### **INDUSTRY-SPECIFIC REGULATIONS**

#### **The Drugs and Cosmetics Act, 1940 ("D. C. Act")**

The D. C. Act regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labeling, packing and testing. The D. C. Act also provides the procedure for testing and licensing of new drugs. The D. C. Act also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the D. C. Act, the Government may, by notification in the official gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification. Penalties in terms of fine and imprisonment are prescribed under the D. C. Act for contravention of its provisions.

#### **The Drugs and Cosmetics Rules, 1945**

The Drugs and Cosmetics Rules, 1945 (the "DCA Rules") have been enacted to give effect to the provisions of the DCA Act to regulate the, manufacture, distribution and sale of drugs and cosmetics in India. The DCA Rules prescribe the procedure for submission of report to the Central Drugs Laboratory, of samples of drugs for analysis or test, the forms of Central Drugs Laboratory's reports thereon and the fees payable in respect of such reports. The DCA Rules also prescribe the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a licence is required, and prescribe the form and conditions of such licence. Further, the DCA Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to which the licence is issued is not complied with. The DCA Rules further prescribe the manner of labeling and packaging of drugs.

#### **National Pharmaceutical Pricing Policy 2012**

In December 2012, the Government issued the National Pharmaceutical Pricing Policy, 2012 ("NPPP 2012") has replaced the Drug Policy of 1994. The objective of the NPPP 2012 is to put in place a regulatory framework for pricing of drugs so as to ensure availability of essential medicines at reasonable prices while providing sufficient opportunity for innovation and competition to support the growth of industry. The regulation of prices of drugs under the NPPP 2012 is on the basis of regulating the prices of formulations and is different from the earlier principle of regulating the prices of specified bulk drugs and their formulations under the Drug Policy 1994. The National Pharmaceuticals Pricing Authority ("NPPA") will be the implementation authority for the NPPP 2012. The NPPP 2012 provides for certain principles for drug price control and determination, which, *inter-alia*, include the following:



- a) Price regulation is on the basis of ‘essentiality’ of the drug as laid down in the National List of Essential Medicines – 2011 (“NLEM 2011”), declared by the Ministry of Health and Family Welfare, in public interest;
- b) Price regulation is applied only to formulations;
- c) The Span of Price Control is as per the dosages and strengths as listed in NLEM 2011;
- d) The methodology of fixing a ceiling price of essential medicines, is done by adopting the simple average price of all the brands having market share (on the basis of moving annual turnover) more than and equal to one percent of the total market turnover of that medicine.
- e) The formulations are to be priced only by fixing a ceiling price. Manufacturers would be free to fix any price for their products equal to or below the ceiling price. The ceiling price would be fixed on the dosage basis, such as per tablet, capsule, standard injection volume, as listed in NLEM 2011;
- f) The ceiling price will be fixed on the basis of readily monitorable market based data which would be available with IMS Health (IMS). Since the IMS data gives price figures for stockist level prices, in order to arrive at ceiling price (being the maximum retail price), the price derived from IMS data would be further increased by 16% as margin to the retailer so as to arrive at a reasonable ceiling price chargeable from the consumers. For drugs not in the IMS data, NPPA would collect data by commissioning the same.
- g) The prices of such essential medicines will be allowed an annual increase as per the ‘Wholesale Price Index’ as notified by the Department of Industrial Policy & Promotion;
- h) The prices of non-essential drugs are to be monitored by the Government on a regular basis and where the price of such drugs increases at a rate of above 10% per annum, the Government is empowered to have the price of these drugs reduced below the limit, for the next 12 months; and
- i) The ceiling prices determined for drugs under the NPPP 2012 are also be applicable to imported drugs.

The NPPP 2012 further, in order to promote innovation and R&D, provides for certain exemptions, to which price control does not apply, such as:

- a) A product or process patented under the Indian Patent Act, 1970, if developed through indigenous R&D, is eligible for exemption from price control for a period of five years from the date of commencement of its commercial production; and
- b) A formulation involving a new delivery system developed through indigenous R&D is also eligible for exemption from price control for a period of 5 (five) years from the date of its market approval in India. The certification of innovation and R&D may be provided by the office of DCGI.

### **The Essential Commodities Act, 1955 (“ECA”)**

The ECA provides for the control of the production, supply and distribution of, and trade and commerce in certain commodities. The ECA gives powers to the Government amongst others, to control production, supply and distribution of essential commodities for maintaining or increasing supplies and for securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/departments of the Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The State Governments have issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, pulses kerosene, sugar and drugs. The Collector of the District or the concerned authority has the power to confiscate the commodity if it contravenes the order.

### **Essential Commodities (Punjab Amendment) Act, 1959**

According to the Section 7-A, the court has been given the power of direct forfeiture to the government of property including packages, coverings or receptacles used in the commission of the offence relating to foodstuffs which is punishable under Section, as well as forfeiture of all the animals, vehicles vessels, or other conveyances used in carrying the said property.





### **The Drugs (Prices Control) Order, 2013 (“DPCO, 2013”)**

In May 2013, the Central Government in exercise of its powers under the Essential Commodities Act, 1955 issued the Drugs Prices (Control) Order, 2013 which will replace the Drugs Prices (Control) Order, 1995. The National Pharmaceutical Pricing Policy, 2012 will be the implementation authority for the new Drug Prices (Control) Order, 2013.

The DPCO is passed under section 3 of the ECA and is to be read with the DCA. The DPCO, inter alia, provides the list of price controlled drugs, procedures for fixing the prices of drugs, method of implementation of prices fixed by Government and penalties for contravention of provisions and formulations which fall within the purview of the legislation.

The DPCO provides for the formulae for calculation of ceiling prices and retail prices of drug formulation and there are penal provisions for violation of any rules and regulations under the ECA. As per section 7 of the ECA, the penalty for contravention of the DPCO is minimum imprisonment of 3 (three) months, which may extend to seven years and the violator is also liable to pay a fine.

The DPCO provides that the Government may, in extraordinary circumstances, if it considers necessary to do so in the light of public interest, fix the ceiling price or retail price of any drug for such period as it may consider fit, and where the ceiling price or retail price is already fixed and notified, it may allow an increase or decrease in the ceiling price or the retail price as the case may be, irrespective of the annual wholesale price index for that year.

Under the provisions of the DPCO, every manufacturer of a schedule formulation intended for sale shall display in indelible print mark, on the label of container of the formulation and the minimum pack thereof offered for retail sale, the maximum retail price of that formulation based on the ceiling price notified in the Official Gazette or ordered by the Government in this behalf with the words "Maximum Retail Price" preceding it and the words 'inclusive of all taxes' succeeding it.

The provisions of this order do not apply to a manufacturer producing a new drug patented under the Indian Patent Act, 1970 (product patent) and not produced elsewhere, if developed through indigenous Research and Development, for a period of five years from the date of commencement of its commercial production in the country or a manufacturer producing a new drug in the country by a new process developed through indigenous Research and Development and patented under the Indian Patent Act, 1970 for a period of five years from the date of the commencement of its commercial production in the country or a manufacturer producing a new drug involving a new delivery system developed through indigenous Research and Development for a period of five years from the date of its market approval in India.

### **The Drugs (Control) Act, 1950 (“Drugs Control Act”)**

The DC Act was enacted to provide for the control of sale, supply and distribution of drugs. The Drug Control Act empowers the Central Government to inter alia declare any drug to be a drug to which this act shall apply and to fix maximum prices and maximum quantities thereof, which may be held or sold, by a dealer or producer. The Drugs Control Act also provides for penalties arising due to contraventions of any of the provisions of the Drugs Control Act or of any direction made under authority conferred by the Drugs Control Act, which shall be punishable with imprisonment for a term which may extend to three years, or with fine, or with both.

### **The East Punjab Drugs (Control) Act, 1949 (“the EPD Act”)**

The EPD Act makes stringent provisions for the control of the Sale, Supply and Distribution of Drugs. The State Government may fix the maximum price; maximum quantity possessed at one time and maximum quantity in one transaction of the drug by a dealer or producer. According to Section 5 of the EPD Act, no dealer or producer shall (a) sell, agree to sell, offer for sale or otherwise dispose of to any person any drug for a price or at a rate exceeding the maximum fixed; (b) have in his possession at any one time a quantity of any drug exceeding the maximum fixed or (c) sell, agree to sell, offer for sale to any person in any one transaction a quantity of any article exceeding the



maximum fixed. Whoever contravenes any of the provisions of this Act or of any direction made under authority conferred by the EPD Act shall be punishable with imprisonment for a term which may extend to 3 (three) years or with fine or with both.

### **The Food Safety and Standards Act, 2006 (“FSSA”)**

The FSSA was enacted on August 23, 2006 with a view to consolidating the laws relating to food and to establish the Food Safety and Standards Authority of India (“Food Authority”), for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by ‘Food Safety Appellate Tribunal’. In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standards Rules, 2011 (“FSSR”) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of ‘commissioner of food safety’, ‘food safety officer’ and ‘food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA provides for the Food Authority to be aided by several scientific panels and a central advisory committee to lay down standards for food safety. The standards will include specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. The Food Authority has also framed the following food safety and standards regulations in relation to various food products and additives:

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

### **The Narcotic Drugs and Psychotropic Substances Act, 1985**

The Narcotic Drugs and Psychotropic Substances Act, 1985 makes stringent provisions for the control and regulation of operations relating to narcotic drugs and psychotropic substances, to provide for the forfeiture of property derived from, or used in, illicit traffic in narcotic drugs and psychotropic substances, to implement the provisions of the International Convention on Narcotic Drugs and Psychotropic Substances and for matters connected therewith. The Act authorizes the Central Government to take all such measures as it deems necessary or expedient for the purpose of preventing and combating abuse of narcotic drugs and psychotropic substances. The Narcotic Drugs and Psychotropic Substances Act, 1985 prohibits the production, manufacture, possess, sell, purchase, transport, warehouse, use, consume, import inter-State, export inter-State, import into India, export from India or transport any narcotic drug or psychotropic substance, except for medical or scientific purposes as provided. Narcotic Drugs and Psychotropic Substances (Amendment) Bill, 2011 was introduced before the Parliament and referred to the Standing Committee in September, 2011. The Bill lays down that whoever consumes any narcotic drug or psychotropic substance in contravention of any provision of the Act or any rule or order made thereunder shall be punishable with imprisonment for a term which may extend to six months or with fine which may extend to ten thousand rupees or with both. The Bill also enhances the penalty for offences committed after previous convictions.



### **The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954**

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 seeks to control advertisements of drugs in certain cases and prohibits advertisements of remedies that claim to possess magic qualities and provides for matters connected therewith. For the purposes of this Act, advertisements include any notice, circular, label, wrapper, or other document or announcement. The schedule to the Act specifies ailments for which no advertisement is allowed. It prohibits advertisements that misrepresent, make false claims or mislead.

### **The Sales Promotion Employees (Conditions of Service) Act, 1976**

The Sales Promotion Employees (Conditions of Service) Act, 1976 (“Sales Promotion Act”) regulates the conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides the conditions of appointment, leave and maintenance of registers and other documents of such employees. The Sales Promotion Act provides monetary penalties for breach of its provisions.

### **The Petroleum Act, 1934**

The Petroleum Act, 1934 was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

### **The Indian Boilers Act, 1923**

The Indian Boilers Act, 1923 (“the **“Boilers Act”**”) states that the owner of any boiler (as defined therein), which is wholly or partly under pressure when is shut off, shall under the provisions of the Boilers Act, apply to the Inspector appointed thereunder to have the boiler registered which shall be accompanied by prescribed fee. The certificate for use of a registered boiler is issued pursuant to such application, for a period not exceeding twelve months, provided that a certificate in respect of an economiser or of an unfired boiler which forms an integral part of a processing plant in which steam is generated solely by the use of oil, asphalt or bitumen as a heating medium may be issued for a period not exceeding twenty-four months in accordance with the regulations made under Boilers Act. On the expiry of the term or due to any structural alteration, addition or renewal to the boiler, the owner of the boiler shall renew the certificate by providing the Inspector all reasonable facilities for the examination and all such information as may reasonably be required of him to have the boiler properly prepared and ready for examination in the prescribed manner.

## **LABOUR LAWS**

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

The Factories Act, 1948 (“the **Factories Act**”) seeks to regulate labour employed in factories and makes provisions for safety, health and welfare of the workers. The Factories Act defines a ‘factory’ to cover any premises, which employs ten or more workers and in which manufacturing processes are carried on with the aid of power, and to cover any premises, where there are at least 20(twenty) workers who may or may not be engaged in an electrically aided manufacturing process. Each State Government has set out rules in respect of the prior submission of plans and its approval for the establishment of factories and registration and licensing of factories. The Factories Act also provides for the mechanisms for safety of certain equipment used in factories, procedures for periodic examination of equipment such as pressure vessels and lifting tackles, regulation of working conditions within the factories and includes specific provisions applicable to women and children employed in factories.



### **Contract Labour (Regulation and Abolition) Act, 1970 (the “CLRA”)**

CLRA is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

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

The Employees State Insurance Act, 1948 (“**ESI Act**”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. Punjab Employees’ State Insurance (Medical Benefit) Rules, 1953 are applicable to the Company.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“**EPF Act**”), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of ‘five year continuous service’ is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days’ wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of ` 10,00,000/- for an employee.

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

The Minimum Wages Act, 1948 (“**MWA Act**”) was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.



### **Payment of Bonus Act, 1965**

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment upto 6 (six) months or a fine up to ` 1,000/- (Rupees one thousand only) or both.

### **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women. Punjab Maternity Benefit Rules, 1967 are applicable to the Company.

### **The Payment of Wages Act, 1936**

The Payment of Wages Act, 1936 (“PWA”) is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

### **Equal Remuneration Act, 1979**

Equal Remuneration Act, 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ` 50,000/- (Rupees fifty thousand only).

### **Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”) seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. It also prescribes hours and periods of work, holidays, the requirement of keeping a register, etc for the establishments falling under this act. A shop or a commercial establishment is included under the definition of an “establishment” according to Section 2(iv) of the CLPR Act.



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

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (“IDA”) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the IDA 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 a 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 IDA also sets out certain requirements in relation to the termination of the services of the workman. The IDA 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. Industrial Dispute (Punjab) Rules, 1958 are applicable to the Company.

### **The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development And Regulation) Act, 1951**

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”) inter-alia provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed ` 25,00,000/- (Rupees Twenty Five Lakhs Only) (ii) a small enterprise, where the investment in plant and machinery is more than ` 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed ` 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than ` 5,00,00,000/- (Rupees Five Crores Only) but does not exceed ` 10,00,00,000/- (Rupees Ten Crores Only). The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

### **TAX RELATED LEGISLATIONS**

#### **The Central Sales Tax Act, 1956**

The Central Sales tax (“CST”) is levied on the sale of moveable goods within India in the course of inter-state trade or commerce and is governed by the provisions of the Central Sales Tax Act, 1956. If the goods move between states pursuant to a sale arrangement, then the taxability of such sale is determined by the CST. On the other hand, the taxability of a sale of movable goods within the jurisdiction of the State is determined as per the local sales tax/Value Added Tax legislation in place within such State.

#### **Value Added Tax**

Value Added tax (“VAT”) is a system of multi-point levies on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period.

VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each State that has introduced VAT has its own VAT Act under which persons liable to pay VAT must register and obtain a registration number from the Sales Tax Officer of the respective State.

The following rules and Acts are applicable to the Company:





- (a) Punjab Value Added Tax Rules, 2005;
- (b) The Chandigarh Value Added Tax Rules, 2006; and
- (c) Himachal Pradesh Value Added Tax Act, 2005.

### **Income-tax Act, 1961**

The Income-tax Act, 1961 (“**IT Act**”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Service Tax**

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 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 25<sup>th</sup> of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.

### **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **Excise-Related Regulations**

Excise duty imposes a liability on a manufacturer to pay excise duty on production or manufacture of goods in India. The **Central Excise Act, 1944** is the principal legislation in this respect, which provides for the levy and collection of excise and requires every person who produces, manufactures, carries on trade, holds private store-room or warehouse or otherwise uses excisable goods, to obtain registration thereunder. Additionally, the **Central Excise Tariff Act, 1985** prescribes the rates of excise duties for various goods. The **Central Excise Rules, 2002** provides the manner of payment of the central excise duty as well as the rebate and remission provisions.

For details of the Company’s material registrations under the applicable the tax legislations, kindly refer to the Chapter titled “*Government and Other Approvals*” beginning on page 231 of this Prospectus.





### **The Customs Act, 1962 and the Customs Tariff Act, 1975**

The provisions of the Customs Act, 1962 and Rules made there under are applicable at the time of import of goods into India from a place outside India or at the time of export of goods out of India to a place outside India. The Customs Tariff Act, 1975 provides the rates at which duties of customs will be levied under the Customs Act, 1962.

### **ENVIRONMENT RELATED LAWS**

#### **Environment Protection Act, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

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

The Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, for the establishment, with a view to carrying out the purposes aforesaid, of Boards for the prevention and control of water pollution, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith. The Act defines "pollution" as such contamination of water or such alteration of the physical, chemical or biological properties of water or such discharge of any sewage or trade effluent or of any other liquid, gaseous or solid substance into water (whether directly or indirectly) as may, or likely to create a nuisance or render such water harmful or injurious to public health or safety, or to domestic, commercial, industrial, agricultural or other legitimate uses, or to the life and health of animals or plants or of aquatic organisms. The Act envisages establishing a Central Board as well as State Board for Prevention and Control of Water Pollution.

Accordingly, the previous consent of the Board constituted under the Act must be obtained, for establishing or taking steps to establish operation or process, or any treatment and disposal system or any extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream or well or sewer or on land. Such previous consent is required for bringing into use any new or altered outlet for the discharge of sewage or for the new discharge of sewage. If at any place where any industry, operation or process, or any treatment and disposal system or any extension or addition thereto is being carried on, due to accident or other unforeseen act or event, any poisonous, noxious or pollution matter is being discharged, or is likely to be discharged into a stream or well or sewer or on land and, as a result of such discharge, the water in any stream or well is being polluted, or is likely to be polluted, then the person in charge of such place shall forthwith intimate the occurrence of such accident, act or event to the Board constituted under the Act and such other authorities or agencies as may be prescribed.

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

The Act provides for the prevention, control and abatement of air pollution, for the establishment, with a view to carrying out the aforesaid purposes of Boards for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith.

The Act envisages establishing a Central Board as well as State Pollution Control Boards in each State. The Central Board constituted under Water (Prevention and Control of Pollution) Act, 1974, shall, without prejudice to its powers and functions under this Act, shall also exercise the powers and perform the functions of the Central Board under the Prevention and Control of Air Pollution. Similarly if in any State, the State Government has constituted for that State, a State Board for the Prevention and Control of Water Pollution, then such State Board shall be deemed to be the State Board for the Prevention and Control of Air Pollution and exercise the powers and perform the functions of the State Board for the Prevention and Control of Air Pollution also.



As per the Act, no person operating any industrial plant, in any air pollution control area (so declared under Section 19 of the Act) shall discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the Board constituted under the Act. Further, no person shall, without the previous consent of the Board constituted under the Act, establish or operate any industrial plant in an air pollution control area.

The Act further prescribes certain compliances with regard to the reporting and prevention of accidents. Thus, where in any area the emission of any air pollutant into the atmosphere in excess of the standards laid down by the Board constituted under the Act occurs or is apprehended to occur due to accident or other unforeseen act or event, the person in charge of the premises from where such emission occurs or is apprehended to occur shall forthwith intimate the fact of such occurrence or the apprehension of such occurrence to such Board and to such authorities or agencies as may be prescribed by the Act.

### **Hazardous Wastes**

There are several legislations that directly or indirectly deal with hazardous wastes. The relevant legislations are:

- The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- The Public Liability Insurance Act, 1991
- The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

### **Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008**

These rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Schedule I of the said Rules lists out the primary and secondary production of aluminium as a process that generates hazardous waste and therefore requires compliance under these Rules.

### **OTHER LAWS**

#### **Punjab Shops and Commercial Establishments Act 1958**

The Company has its registered office at Village Nagkalan Majitha Road, Amritsar, Punjab. Accordingly the provisions of the Punjab Shops and Commercial Establishments Act, 1958 are applicable to the Company. The provisions of the Punjab Shops and Commercial Establishments Act, 1958 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

#### **Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 (“**L.M. Act**”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides for Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

#### **Transfer of Property Act, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (“**T.P. Act**”). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of



property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

### **The Registration Act, 1908**

The Registration Act, 1908 (“**Registration Act**”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **The Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.



### **The Indian Contract Act, 1872**

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

### **The Specific Relief Act, 1963**

The Specific Relief Act, 1963 (“**Specific Relief Act**”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers’ disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

### **Competition Act, 2002**

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

### **The Companies Act, 1956**

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.



### **The Companies Act, 2013**

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs (“MCA”) has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 108 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The MCA has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

### **The Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“**Trademarks Act**”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“**the Registrar**”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

### **Patents Act, 1970**

The Patents Act, 1970 (“**Patents Act**”) governs the patent regime in India and recognises process patents as well as product patents. The form and manner of application for patents is set out under Chapter III and Chapter VIII deals with the grant of patents. Patents obtained in India are valid for a period of 20 (twenty) years from the date of filing the application. The Patents Act also provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

### **Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import (“EXIM”) Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **REGULATIONS REGARDING FOREIGN INVESTMENT**

Foreign investment in companies in the pharmaceutical industry is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued ‘Consolidated FDI circular of



2015' (the “**FDI Circular**”) which consolidates the policy framework on Foreign Direct Investment (“**FDI**”), with effect from May 12, 2015. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till May 11, 2015. All the press notes, press releases, clarifications on FDI issued by DIPP till May 11, 2015 stand rescinded as on May 12, 2015.

Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. Under the approval route, prior approval of the Government of India through FIPB is required. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the FIPB, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where FIPB approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

In terms of the FDI Circular issued by the DIPP, foreign investments in the sector in which the Company operates is permitted up to 100% under the automatic route for greenfield investments and up to 100% under the government approval route for brownfield investments (investments in existing companies). Further, the Government of India may incorporate appropriate conditions for FDI in brownfield cases at the time of granting approval.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, 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.





## **HISTORY AND CERTAIN CORPORATE MATTERS**

Our Company was originally incorporated as Kwality Pharmaceuticals Private Limited on May 04, 1983 with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. Further the name of our Company was changed to Kwality Pharmaceuticals Limited vide a fresh certificate of incorporation dated December 28, 2015 issued by the Registrar of Companies, Chandigarh.

Our Corporate Identification Number is U24232PB1983PLC005426

The Promoters of our Company are Mr. Ramesh Arora and Mr. Ajay Arora

Our Company is primarily engaged in the business of manufacturing of broad range of finished pharmaceutical formulations in a dosage form.

Our Company does not have RoC filings with respect to Form 2 made in the period prior to 2003, in order to ascertain allotments made during the period from May 04, 1983, till March 29, 2003. However, our Company has maintained Register of Members since inception and we have relied on the limited information available in the Minute Book and Register of Members of our Company. The relevant documents are also not available/destroyed at the office of the RoC Chandigarh as certified by Rishi Mittal & Associates, Company Secretaries, dated May 30, 2016. Therefore, our Company is unable to provide any disclosures or make any confirmations on all of the aforementioned matters. The disclosures pertaining to the aforementioned matters currently made in this Prospectus are subject to information readily available from public domains and other limited records. For further details, please refer to the risk factor no. 28 contained the section titled “*Risk Factors*” beginning on page 13 of this Prospectus.

The Registered Office of our Company is situated at Village Nagkalan, Majitha Road, Amritsar – 143601.

### **Changes in the Registered Office of our Company since inception**

<b>From</b>	<b>To</b>	<b>Date of Change</b>	<b>Reason for Change</b>
Post Box 120 Tung Bala, Majitha Road, Amritsar, Punjab - 143001	Village Nagkalan, Majitha Road, Amritsar, Punjab	28.1.2014	Administrative Purpose

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

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

- (i) To carry on in India or any part of the world, the business of manufacturers, buyers and sellers of and dealers in all kinds of Drugs intermediates, Chemicals, extracts, alkaloids and other pharmaceutical goods, toilet requisites, medicines, beverages and other medical preparations.
- (ii) To carry on the business of Chemists, druggists, oilmen, importers, exporters and manufacturers of and dealers in Pharmaceutical, Medical, Chemical and other preparations and articles and compounds, oils, paints, pigments and varnishes, drugs, dyeware, paint and colour grinders.
- (iii) To carry on the business as dealers in or manufacturers of any of the raw materials substances, appliances, machines, packing materials, including Tin plates for containers & vice versa, metallic sheets, metallic containers and to do paper printing, tin printing or metallic printing.



## Changes in the Memorandum of Association

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

Date	Particulars
06/06/1996	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 2.00 Lacs divided into 20,000 Equity Shares of ` 10 each to ` 20.00 Lacs divided into 2,00,000 Equity shares of ` 10 each
15/01/1997	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 20.00 Lacs divided into 2,00,000 Equity Shares of ` 10 each to ` 45.00 Lacs divided into 4,50,000 Equity shares of ` 10 each
18/07/2002	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 45.00 Lacs divided into 4,50,000 Equity Shares of ` 10 each to ` 100.00 Lacs divided into 10,00,000 Equity shares of ` 10 each
6/02/2006	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 100.00 Lacs divided into 10,00,000 Equity Shares of ` 10 each to ` 200.00 Lacs divided into 20,00,000 Equity shares of ` 10 each
30/04/2009	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 200.00 Lacs divided into 20,00,000 Equity shares of ` 10 each to ` 400.00 Lacs divided into 40,00,000 Equity shares of ` 10 each
31/01/2011	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 400.00 Lacs divided into 40,00,000 Equity shares of ` 10 each to ` 450 Lacs divided into 45,00,000 Equity shares of ` 10 each
31/12/2011	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 450.00 Lacs divided into 45,00,000 Equity shares of ` 10 each to ` 500 Lacs divided into 50,00,000 Equity shares of ` 10 each
20/03/2013	<p>Clause 3(C) of the MOA was amended by adding new clause (xiii) immediately after (xii)</p> <p><i>‘To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents, C&amp;F agents brokers, factors, stockists, commission agents, marketing, trading and dealers of all kind of products in India and abroad including Electric and Electronic goods, Engineering Goods, Cycle Parts, Dhoop, Electric Appliances, food products of all kinds, edible oils, spices, rice, bee keeping, honey, disposable needles, bandages, computer hardware, software, oils, non edible oils, oil seeds, oils and cakes, vanaspati, Hosiery Goods, Readymade Garments, knitting, shirts, jeans, pents, fabrics, made ups, shawls, garments, blankets, rugs, carpets, Plastic and Plastic Goods, plastic liners, and sacks of high density polythylene, polypropthelene, low density polythene, polypropthelene, pipes, sheets, toys and wares, and other types of plastic goods and products, photographic goods, machine tools, hand tools, small tools, metals of all types including Gold, Silver etc. Alloys, iron pipe fitting, nuts and bolt and accessories, automobile parts, steel and stainless steel and iron products, ores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco (raw and manufactured)hemp, seeds, wheat products, cattle feed, poultry feed, textile fibre and waste coir and jute and products, thereof, wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal glue, gums and resins, ivory, lac, shella, manures, pulp and wood, rags, rubber, tanning substances wax, quartz, crystal, chemicals and chemical preparations, pesticides, insecticides, plastic and linoleum articles, glass and glassware, handicraft, handloom, toys, liquid gold, precious stones, ornaments, jewelleryes, pearls, drugs and medicines, soaps, paints, instrument, apparatus and appliances, machinery and mill work and parts thereof, paper and stationary, sport goods, druggist in dressing materials, cosmetics, wags, belting, cinematograph films exposed, gramophone records, rubber plastic goods, starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble and hardware items traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary ware and fittings, woollen textiles, natural fibre products, cellulose and cellulosic products mixed blended products, fish and fish products, fodder bran, fruits, nuts,</i></p>





Date	Particulars
	<i>cashew nuts, kernels, grains, pulses, flour, confectionary, provisions, alcohol beverages, perfumed spirits, apices and tea, coffee, sugar and molasses, thermoware, vegetables, and vegetable product processed foods and packed food products, glass or glass bottles, crowns different kinds of caps and bottles, plastic shells and any other material relating to aerated soft drinks.”</i>
21/01/2014	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 500.00 Lacs divided into 50,00,000 Equity shares of ` 10 each to ` 600 Lacs divided into 60,00,000 Equity shares of ` 10 each
23/11/2015	Clause V of the MOA was amended to reflect the increase in authorised share capital from ` 600.00 Lacs divided into 60,00,000 Equity shares of ` 10 each to ` 800 Lacs divided into 80,00,000 Equity shares of ` 10 each
16/12/2015	Clause I of the Memorandum of Association was altered by inserting the name “Kwality Pharmaceuticals Limited” pursuant to conversion into public limited Company in place of “Kwality Pharmaceuticals Private Limited”.

### Major Events and Milestones

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

Year	Particulars
1983	Incorporation of our Company on May 04, 1983
2007	Received ISO Certification
2008	Commencement of new manufacturing unit at Jassur in Himachal Pradesh
2009	Received status of Star Export House Certificate
2012	Turnover increased by 75%
2013	Incorporation of Subsidiary Company in Africa
2014	Received WHO certification

### Revaluation of Assets

We have re-valued our land forming part of fixed assets by adding ` 80 Lacs during the financial year 2013-14 to reflect its true market value.

### Holding Company of our Company

Our Company has no holding company as on the date of filing of this Prospectus.

### Subsidiary of our Company

#### **Kwality Pharmaceuticals Africa Limitada**

Our Company has a subsidiary Company named **Kwality Pharmaceuticals Africa Limitada** incorporated on 20.9.2013 under the laws of Africa having identification number as 100428873. The registered office of the Company is located at Mozambique, Maputo Cidade, Distrito Urbano 1, Bairro de Central, Africa. Company’s tax payer number is 900249700.

### Nature of activities

The company is incorporated with the intention of import export and marketing of pharmaceutical products.



**Shareholding Pattern as on May 31, 2016**

<b>Name of the Shareholder</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
Kwality Pharmaceuticals Limited	2040	51
Mr. Rajender Singh Golan	1960	49
<b>Total</b>	<b>4000</b>	<b>100</b>

**Board of Directors**

<b>Name of the Director</b>	<b>Designation</b>
Mr. Ramesh Arora	Director
Mr. Rajendersingh Golan	Director

**Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against our Company.

**Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation etc.**

There are no mergers, amalgamation, etc. with respect to our Company and we have not acquired any business/undertakings till date.

**Changes in the Activities of our Company during the Last Five Years**

There has been no change in the business activities of our Company during the last five years from the date of this Prospectus.

**Capital raising activities through Equity or Debt**

For details of the equity capital raising of our Company, please refer to the chapter titled “Capital Structure” beginning on pages 48 of this Prospectus. We have not done any debt issuances or raised any long term debt since incorporation till date.

**Changes in the Management**

There has been no change in the management in last 3 years.

**Shareholders Agreements**

Our Company has not entered into any shareholders agreement as on date of filing of the Prospectus.

**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 the ProspectusProspectus, our employees are not unionized.



### **Other Agreements**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Prospectus.

### **Collaboration**

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

### **Strategic Partner**

Our Company does not have any strategic partner as on the date of filing of the Prospectus.

### **Financial Partner**

Our Company does not have any financial partner as on the date of filing of the Prospectus.

### **Defaults or Rescheduling of Borrowings with Financial Institutions or Banks**

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Prospectus.

### **Number of Shareholders**

Our Company has 30 shareholders on date of the Prospectus.



## OUR MANAGEMENT

### Board of Directors

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors. Our Company currently has 8 Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of appointment	Other Directorships/Designated Partners
<b>Mr. Ramesh Arora</b> <b>S/o:</b> Jugal Kishore Arora <b>Age :</b> 61 Years <b>Designation:</b> Managing Director <b>Term:</b> Appointed as the Managing Director for a period of 5 years w.e.f. 16.1.2016 to 15.1.2021 <b>Address:</b> House No 32 R.B. Prakash Chand Road, Amritsar <b>Occupation:</b> Business <b>PAN:</b> ACYPA9927E <b>Nationality:</b> Indian <b>DIN:</b> 00462656	Appointed as Director since incorporation Subsequently appointed as Managing Director vide EGM Resolution dated February 10, 2016	IAIR Infocom Private Limited
<b>Mr. Ajay Arora</b> <b>S/o:</b> Jugal Kishore Arora <b>Age:</b> 48 Years <b>Designation:</b> Whole Time Director <b>Term:</b> Appointed as the Whole Time Director for a period of 5 years w.e.f. 16.1.2016 to 15.1.2021 <b>Address:</b> House No 32 R.B. Prakash Chand Road, Amritsar <b>Occupation:</b> Business <b>PAN:</b> AAUPA6280C <b>Nationality:</b> Indian <b>DIN:</b> 00462664	Appointed as Director since incorporation Subsequently appointed as Whole Time Director vide EGM Resolution dated February 10, 2016	Nil
<b>Ms. Anju Arora</b> <b>W/o:</b> Mr. Ramesh Arora <b>Age:</b> 54 Years <b>Designation:</b> Whole Time Director <b>Term:</b> Appointed as the Whole Time Director for a period of 5 years w.e.f. 16.1.2016 to 15.1.2021 <b>Address:</b> House No 32 R.B. Prakash Chand Road, Amritsar <b>Occupation:</b> Business <b>PAN:</b> AAMPA8922D <b>Nationality:</b> Indian <b>DIN:</b> 03155641	Appointed as Director since October 01, 2010 Subsequently appointed as Whole Time Director vide EGM Resolution dated February 10, 2016	Nil



Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of appointment	Other Directorships/Designated Partners
<b>Ms. Geeta Arora</b> W/o : Mr. Ajay Arora Age: 45 Years <b>Designation:</b> Whole Time Director <b>Term:</b> Appointed as the Whole Time Director for a period of 5 years w.e.f. 16.1.2016 to 15.1.2021 <b>Address:</b> House No 32 R.B. Prakash Chand Road, Amritsar <b>Occupation:</b> Business <b>PAN:</b> AAMPA8923C <b>Nationality:</b> Indian <b>DIN:</b> 03155615	Appointed as Director since October 01, 2010 Subsequently appointed as Whole Time Director vide EGM Resolution dated February 10, 2016	Nil
<b>Mr. Aditya Arora</b> S/o: Mr. Ajay Arora Age: 22 Years <b>Designation:</b> Executive Director <b>Term:</b> Liable to retire by rotation <b>Address:</b> House No 32 R.B. Prakash Chand Road, Amritsar <b>Occupation:</b> Business <b>PAN:</b> BCPPA0239K <b>Nationality:</b> Indian <b>DIN:</b> 07320410	Appointed as additional Director since 22.10.2015 till the next AGM	Nil
<b>Mr. Kiran Kumar Verma</b> S/o: Mr. Om Parkash Verma Age: 43 Years <b>Designation:</b> Non Executive and Independent Director <b>Address:</b> 366/7, Central Town, Jalandhar <b>Occupation:</b> Business <b>PAN:</b> ABXPV3971B <b>Nationality:</b> Indian <b>DIN:</b> 07415375	Appointed as Additional Independent Director since 1.2.2016 upto the next AGM	Nil
<b>Mr. Pankaj Takkar</b> S/o: Mr. Joginder Takkar Age: 38 Years <b>Designation:</b> Non Executive and Independent Director <b>Address:</b> B/3/165, Mohalla Mutiarpura, Mehli Gate, Dist. KPT Phagwara. <b>Occupation:</b> Business <b>PAN:</b> ACYPT7650H <b>Nationality:</b> Indian <b>DIN:</b> 07414345	Appointed as Additional Independent Director since 1.2.2016 upto the next AGM	Nil
<b>Mr. Ravi Shanker Singh</b> S/o: Mr. Jagdish Parshad Singh Age: 43 Years <b>Designation:</b> Non Executive and Independent Director <b>Address:</b> 396, Green Avenue, Amritsar <b>Occupation:</b> Business <b>PAN:</b> AIPPS4271G <b>Nationality:</b> Indian <b>DIN:</b> 02303588	Appointed as Additional Independent Director since 1.2.2016 upto the next AGM	Herbal Health Research Consortium Private Limited



**Note:**

As on the date of the Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.
2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
3. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**Brief Biographies of our Directors**

**Mr. Ramesh Arora** aged 61 years, is the Promoter and Managing Director of our Company. He has completed his Bachelor of Commerce from Guru Nanak Dev University Amritsar. He is on board of our Company since inception and has more than 3 decades of experience in the areas of management, marketing strategies and overall administration control and supervision and spearheaded the establishment of our facilities and our brands. Under his leadership, our Company has made a strong presence in the Pharmaceutical Sector today. He is a visionary and guides our Company and its management at all the stages of its development and strategic decisions.

**Mr. Ajay Arora**, aged 48 years is the Promoter and Whole Time Director of our Company. He has completed his Bachelor of Pharmacy from Sagar University Madhya Pradesh. He is associated with our Company for more than 3 decades. He oversees overall operations of our Company. He is adept to the new technological changes taking place in the Industry all over the world. He is responsible for overall planning and development of our Company. He drives our Company with his insights and vision. His strong interpersonal skill, technical knowledge and leadership quality has helped our Company to make the strong presence in Pharmaceutical Sector.

**Ms. Anju Arora** aged 54 years is the Whole Time Director of our Company. She has completed her Bachelor of Arts from Amritsar. She is on the board of the company since 2010 and oversees day to day manufacturing and financial operations of the Company.

**Ms. Geeta Arora** aged 45 years is the Whole Time Director of our Company. She has completed her Bachelor of Arts from Amritsar. She is on the board of the company since 2010 and oversees human resource and management operations of the Company.

**Mr. Aditya Arora** aged 22 years, is Executive Director and CFO of our Company. He has completed Bachelors of Commerce from Delhi University. He is on the board of the Company since October 2015. He is an active, energetic, dynamic and assisting to take our Company in the growth path.

**Mr. Kiran Kumar Verma** aged 43 years is Non Executive and Independent Director of our Company. He has completed Bachelor of Science from Guru Nanak Dev University, Amritsar in the year 1994. He has more than 20 years of experience in the area of testing and analysis of pharmaceutical products.

**Mr. Pankaj Takkar** aged 38 years is Non Executive and Independent Director of our Company. He has completed Bachelor of Commerce from Guru Nanak Dev University Amritsar in the year 1998 and Masters of Business Administration in marketing management from Punjab Technical University. He has more than 15 years of experience in the area of administrative management.

**Mr. Ravi Shanker Singh** aged 43 years is Non Executive and Independent Director of our Company. He has completed B.A.M.S. from Guru Nanak Dev University Amritsar in the year 1996. He has more than 18 years of



experience in the area of manufacturing pharmaceutical products like tablets and injectables. He is currently holding directorship in Herbal Health Research Consortium Private Limited.

### **Confirmations**

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.

The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of the Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

### **Nature of Family Relationship among Directors**

None of the Directors are related to each other except Mr. Ramesh Arora and Ajay Arora are brothers, Ms. Anju Arora is wife of Mr. Ramesh Arora and Ms. Geeta Arora is wife of Mr. Ajay Arora and Mr. Aditya Arora is son of Mr. Ajay Arora.

### **Borrowing Powers of the Directors**

In accordance with the Articles of Association and pursuant to the EGM of our Company held on November 18, 2015, the Board is authorised to borrow money, mortgage, hypothecate and/or charge all of our Company's immovable and movable properties, present and future, in such sum form or manner as the Board may think fit for securing loans already obtained or that may be obtained from our Company's banker or any other banks, financial institution or any other lending institutions or persons, provided that the total amount of money or monies so borrowed (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), by our Company shall not, at any time, exceed the ` 30.00 Crores.

### **Terms of Appointment and Compensation of our Managing Director and Whole Time Director**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

#### **1. Mr. Ramesh Arora**

<b>Designation</b>	Managing Director
<b>Period</b>	Appointed for a period of five years w.e.f. 16.1. 2016 to 15.1.2021
<b>Remuneration</b>	` 2,00,000 per month
<b>Perquisite of Motor Car with Chauffeur</b>	` 39,600/- p.a.

**2. Mr. Ajay Arora**

<b>Designation</b>	Whole Time Director
<b>Period</b>	Appointed for a period of five years w.e.f. 16.1. 2016 to 15.1.2021
<b>Remuneration</b>	` 2,00,000 per month
<b>Perquisite of Motor Car with Chauffer</b>	` 39,600/- p. a.

**3. Mrs. Anju Arora**

<b>Designation</b>	Whole Time Director
<b>Period</b>	Appointed for a period of five years w.e.f. 16.1. 2016 to 15.1.2021
<b>Remuneration</b>	` 40,000 per month

**4. Mrs. Geeta Arora**

<b>Designation</b>	Whole Time Director
<b>Period</b>	Appointed for a period of five years w.e.f. 16.1. 2016 to 15.1.2021
<b>Remuneration</b>	` 40,000 per month

**Non – Executive Directors**

Currently, non-executive Directors are not being paid sitting fees. We also confirm that no remuneration being paid to independent directors apart from being paid sitting fees.

**Shareholding details of the Directors in our Company**

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Prospectus:

<b>Name of the Director</b>	<b>No. of Equity Shares</b>	<b>Pre-Issue percentage Shareholding</b>
Mr. Ramesh Arora	14,83,008	29.61
Mr. Ajay Arora	6,97,814	13.93
Ms. Anju Arora	67,817	1.35
Ms. Geeta Arora	55,750	1.11

**Shareholding details of the Directors in Subsidiary of our Company**

Our directors do not hold any Shares in subsidiary of our Company

**Interest of Directors**

Executive Directors of our Company may be deemed to be interested to the extent of lease rental paid to them for the property given on lease by them, remuneration paid to them for the services rendered by them and/or reimbursement of expenses payable to them as per the applicable laws, and the Articles of Association. Further, our Independent Non-Executive Directors are entitled to receive sitting fees for attending meetings of our Board/Committee within the limits laid down in the Companies Act and as decided by our Board.





Our Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Issue and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them or by the companies / firms / ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Issue.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

Our Directors Mr.Ramesh Arora and Mr.Ajay Arora are interested to the extent of being Promoter of our Company. For further details please refer section titled “*Our Promoter and Promoter Group*” and “*Group Companies / Entities*” on page 139 and page 143 of this Prospectus.

Our Directors, Mr. Ramesh Arora and Mr. Ajay Arora have leased land located at Amritsar to our Company and our Company has been paying a monthly lease rental to Mr. Ramesh Arora and Mr. Ajay Arora for the same. Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them. Please refer to “*Annexure XXIII Statement of Related Party Transaction*” page 146 of this Prospectus.

### Changes in our Board of Directors during the last three (3) years

The changes in the Directors during last three (3) years are as follows:

Name	Date of appointment/ reappointment/cessation	Reason
Mr. Rishab Arora	15.12.2013	Cessation due to death
Mr. Aditya Arora	22.10.2015	Appointment
Mr. Ramesh Arora	16.01.2016	Re-appointment as Managing Director
Mr. Ajay Arora	16.01.2016	Re-appointment as Whole Time Director
Ms. Anju Arora	16.01.2016	Re-appointment as Whole Time Director
Ms. Geeta Arora	16.01.2016	Re-appointment as Whole Time Director
Mr. Kiran Kumar Verma	01.02.2016	Appointment as additional Independent Director
Mr. Pankaj Takkar	01.02.2016	Appointment as additional Independent Director
Mr. Ravi Shanker Singh	01.02.2016	Appointment as additional Independent Director

### Corporate Governance

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 the Listing Agreement to be executed with the Stock Exchange and the SEBI 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, separation of the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.



Currently our Board has Eight (8) Directors. We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

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

- A) Audit Committee
- B) Nomination & Remuneration Committee
- C) Stakeholder Relationship Committee

### AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of the Board of Directors held on March 14, 2016.

The terms of reference of Audit Committee complies with the requirements of Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee presently comprises following three (3) directors.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Pankaj Takkar	Chairman	Non-Executive Independent Director
2.	Mr. Kiran Kumar Verma	Member	Non-Executive Independent Director
3.	Mr. Aditya Arora	Member	Executive Non Independent Director

### Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. Oversight of the company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Providing recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the company and the fixation of audit fee;
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, as amended
  - 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; and
  - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, 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, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation 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 statutory auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transaction of the Company with related parties;
9. Scrutiny of intercorporate 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, and 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. 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. Review the functioning of the whistle blower mechanism;
19. Approval of appointment of the chief financial officer (i.e., the whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference;

The Audit Committee also reviews the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor.
6. Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## **NOMINATION & REMUNERATION COMMITTEE**

Our Company has constituted a Nomination & Remuneration committee ("**Nomination & Remuneration Committee**"). The Committee was constituted vide resolution passed at the meeting of the Board of Directors held on March 14, 2016. The committee currently comprises of three (3) Directors



Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Kiran Kumar Verma	Chairman	Non-Executive Independent Director
2.	Mr. Pankaj Takkar	Member	Non-Executive Independent Director
3.	Mr. Ravi Shanker Singh	Member	Non-Executive Independent Director

The terms of reference of Nomination & Remuneration committee complies with the requirements of Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Role of Nomination & Remuneration committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- Determining 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;

#### STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholder Relationship Committee ("*Stakeholder Relationship Committee*") to redress the complaints of the shareholders. The Stakeholder Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on March 14, 2016. The committee currently comprises of three (3) Directors.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ravi Shanker Singh	Chairman	Non-Executive Independent Director
2.	Ms. Anju Arora	Member	Executive Non Independent Director
3.	Ms. Geeta Arora	Member	Executive Non Independent Director

The terms of reference of Nomination & Remuneration committee complies with the requirements of Regulation 20(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Role of Stakeholder Relationship Committee

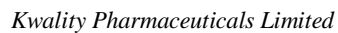
- Considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of Annual Reports, non-receipt of declared dividends or any other documents or information to be sent by the Company to its shareholders etc.
- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc. and
- Review the process and mechanism of redressal of shareholders/Investors grievance and suggest measures of improving the system of redressal of shareholders/Investors grievances.



5. 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.
6. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
7. 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(Probation of Insider Trading) Regulations, 1992 as amended from time to time.
8. 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
9. Carrying out any other function contained in the Listing Regulations as and when amended from time to time.

Our Company has adopted following policies:

1. Code of conduct
2. Code of practices and Procedures for fair disclosure of unpublished price sensitive information
3. Whistle Blower Policy and Vigil Mechanism
4. Related Party Transaction Policy
5. Policy for preservation of documents and archival of documents
6. Policy for prevention of sexual harassment





## OUR KEY MANAGERIAL PERSONNEL

Our key managerial personnel, as defined under Section 2(51) of the Companies Act, 2013, consist of:

1. Mr. Ramesh Arora, Managing Director;
2. Mr. Aditya Arora, Chief Financial Officer; and
3. Ms. Pallavi Agarwal, Company Secretary and Compliance Officer

In addition to the persons mentioned above, our key managerial personnel, the Senior Managerial Personnel of our Company consist of:

1. Mr. Karunakar Tiwari, Chief Pharmacist;
2. Mr. Lakhvinder Singh; Chief Designing Officer
3. Mr. Neeraj Lakhanpal; Chief Export Sales Officer
4. Mr. Shankar Dayal; Chief Domestic Sales Officer

### Brief Profile of Key Managerial Personnel:

**Mr. Ramesh Arora** aged 61 years, is the Managing Director of our Company. For more details please refer chapter titled 'Brief Biographies of our Directors' on page 127 of this Prospectus. For details of compensation paid to him during Fiscal 2015, refer "- Remuneration to Executive Directors" on page 128 of this Prospectus.

**Mr. Aditya Arora** aged 22 years, is the Chief Financial Officer of our Company. He has completed his Bachelor of commerce from the University of Delhi. He has joined our Company in the year 2014. His responsibilities in our Company include overseeing the corporate finance, accounts, statutory and internal audit, financial projections of our Company. He looks after the day today accounting system, tax and other liasioning work with various government authorities. His gross salary is ` 4.80 Lacs p.a.

**Mr. Karunakar.K. Tiwari**, aged 45 years is working as Chief Pharmacist in our Company. He has completed bachelor of pharmacy from Pune University. He is associated with our Company since last 10 years. His responsibilities include quality assurance of the product, timely production and dispatch of prepared goods. He is permanent employee of our Company, and his gross salary for FY 2014- 2015 is Rs 2.75 Lacs p.a.

**Mr. Lakhvinder Singh** aged 31 years is Chief Designing Officer of our Company. He has completed bachelors of Computer Science from Guru Nanak Dev University. He is associated with our Company since last 9 years. His responsibilities include designing of labels, leaflets, determining packing material and handling customer complaints. He is permanent employee of our Company, and his gross salary for FY 2014- 2015 is ` 3.25 Lacs p.a.

**Mr. Neeraj Lakhanpal** aged 31years is Chief Export Sales Officer of our Company. He has completed masters of commerce from Guru Nanak Dev University. He is associated with our Company since last 11 years. His responsibilities include preparation of export and import related document required by custom and DGFT, he also handles complaints and grievances of overseas clients. He is permanent employee of our Company, and his gross salary for FY 2014- 2015 is ` 3.25 Lacs p.a.

**Mr. Shankar Dayal** aged 31 years, is Chief Domestic Sales Officer of our Company. He has completed bachelors of administration from 136unjab university. He is associated with our Company since last 10 years. His responsibilities include handling and co-ordinating with local agents and sales representatives. He is permanent employee of our Company, and his gross salary for FY 2014- 2015 is ` 2.90 Lacs p.a.

**Ms. Pallavi Agarwal** aged 34 years is Company Secretary & Compliance Officer of our Company. She has completed her Master of Commerce from CSJM University Kanpur. She is an associate member of Institute of Companies Secretaries of India. She has joined our Company on March 2016. Her scope of work and responsibilities include vetting of agreements, preparation of minutes, drafting of resolutions, preparation and



updating of various statutory registers, and compliance with the provisions of Companies Act. Her gross salary is ` 3.00 Lacs p.a.

### Family Relationship between Key Managerial Personnel

None of the key managerial personnel is having family relation with each other except Mr. Ramesh Arora and Mr. Ajay Arora are brothers and Mr. Aditya Arora is son of Mr. Ajay Arora

### 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

As on date, none of the key managerial persons are holding Equity Shares of our Company except as set forth in the table below:

Name of Key Managerial Personnel	No. of Shares
Mr. Ramesh Arora	1483008
Mr. Aditya Arora	71000
Mr. Lakhwinder Singh	23882
Mr. Neeraj Lakhanpal	33490
Mr. Shankar Dayal	33886

### Bonus or Profit Sharing Plan for the Key Managerial Personnel

There is no profit sharing plan for the key managerial personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

### Loans to Key Managerial Personnel

There is no loans outstanding loan against key managerial personnel as on date .

### Interest of Key Managerial Personnel

The key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, 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.

Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

### Changes in Key Managerial Personnel of our Company during the Last Three (3) Years

Except mentioned below, no changes in the key managerial personnel of our Company during the last three (3) years.

Name	Date of Appointment / Cessation	Reason
Mr. Ramesh Arora	16.1.2016	Re appointment as Managing Director
Mr. Aditya Arora	16.1.2016	Appointment as CFO
Ms. Pallavi Agarwal	21.3.2016	Appointment as Company Secretary





### **Employees Stock Option Scheme**

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

### **Payment or Benefit to our Officers**

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.

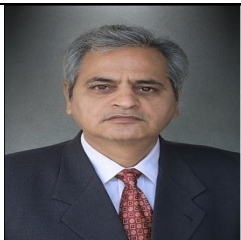
### **Employees**

The details about our employees appear under the Paragraph titled “Human Resource” beginning on page 101 of the Prospectus.


**OUR PROMOTERS AND PROMOTER GROUP**

The Promoters of our Company are Mr. Ramesh Arora and Mr. Ajay Arora

**1. Mr. Ramesh Arora**

	<b>Mr. Ramesh Arora</b> , aged 61 years is the promoter and Managing Director of our Company. He has completed his Bachelor of Commerce from Guru Nanak Dev University Amritsar. He is associated with our Company for more than 30 years For more details please refer chapter titled Our Management beginning from Page 125 of this Prospectus.
<b>Residential Address</b>	House No. 32,R.B. Ratan Chand Road, Opp. Lawrence Road, Amriitsar – 143 001.
<b>Occupation</b>	Business
<b>Permanent Account Number</b>	ACYPA9927E
<b>Passport Number</b>	Z21644472
<b>Bank Account details</b>	HDFC Bank, Branch Naushera, Amritsar, Punjab, A/c No. 01151000115140
<b>Driving License Number</b>	PB-0220030043217
<b>Voters Identity Card</b>	JLX2554764
<b>Other Directorship</b>	IAIR Infocom Private Limited

**2. Mr. Ajay Arora**

	<b>Mr. Ajay Arora</b> , aged 47 years is the promoter and Whole time Director of our Company. He has completed his Bachelor of Pharmacy from Sagar University Madhya Pradesh. He is associated with our Company for more than 30 years. . For more details please refer chapter titled Our Management beginning from Page 125 of this Prospectus.
<b>Residential Address</b>	House No. 32,R.B. Ratan Chand Road, Opp. Lawrence Road, Amriitsar – 143001
<b>Occupation</b>	Business
<b>Permanent Account Number</b>	AAUPA6280C
<b>Passport Number</b>	H4960649
<b>Bank Account details</b>	HDFC Bank, Branch Amritsar - The Mall - Punjab, A/c No. 50100103071540
<b>Driving License Number</b>	PB-0220030107306
<b>Other Directorship</b>	Nil

**Other Undertakings and Confirmations**

Our Company undertakes that the details of Permanent Account Number, bank account number and passport number of the Promoters will be submitted to the SME platform of BSE Exchange, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.

**Common Pursuits of our Promoters**

Our Promoters have not promoted any Promoter Group / Group Companies which are engaged in the line of business similar to our Company as on the date of this Prospectus. For details of our Promoter Group and Group Entities refer to Section titled “Our Promoters and Promoter Group” and “Group Companies/ Entities” on page 139



and page 143 of the Prospectus. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

### **Interest of the Promoters**

Our promoters are interested in our Company to the extent that they have promoted the Company, to the extent of their shareholding, for which they are entitled to receive the dividend declared, and other distribution in respect of Equity Shares if any, by our Company. For details on shareholding of our Promoter in our Company, see sections “Capital Structure” and “Our Management” on pages 48 and 125, respectively.

Further, our Promoters who are also our Directors may be deemed to be interested to the extent of lease rent received by them for the land given on lease by them, fees, remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act, terms of the Articles and their terms of appointment.

Except as stated herein and as stated in “Related Party Transactions” appearing under section titled “Financial Information of the Company” on page 147 of this Prospectus, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Promoters are directly or indirectly interested and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made to them.

### **Interest in the property of our Company**

Our Promoters have no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of this Prospectus, or in any transaction by our Company.

### **Payment amounts or benefit to our Promoters during the last two years**

No payment has been made or benefit given to our Promoters in the two years preceding the date of the Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Information’, ‘Related Party Transactions’ and ‘Capital Structure’ on page nos. 125, 145 and 48 respectively of this Prospectus. Further as on the date of the Prospectus, there is no bonus or profit sharing plan for our Promoters.

### **Confirmations**

For details of legal and regulatory proceedings involving our Promoter, please refer to the section titled “Outstanding Litigation and Material Developments” on page 217 of this Draft Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoters in the past or are pending against them.

### **Other ventures of our Promoters**

Save and except as disclosed in the section titled “Our Promoters and Promoter Group” and “Group Companies / Entities” beginning on page 139 & 143 respectively of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “Outstanding Litigations and Material Developments” beginning on page 217 of this Prospectus.



### **Shareholding of the Promoters and Promoter Group in our Company**

Except as disclosed in “Capital Structure”, none of the members of our Promoter Group hold any Equity Shares as on the date of filing of this Prospectus.

### **Related Party Transactions**

For the transactions with our Promoter Group entities, please refer to section titled “Related Party Transactions” on page 145 of this Prospectus.

Except as stated in “Related Party Transactions” beginning on page 145 of the Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

### **Companies with which the Promoters are disassociated in the last three years**

Our Promoters Mr. Ramesh Arora and Mr. Ajay Arora have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Prospectus.



### **Our Promoter Group**

In addition to the Promoters named above, the following individuals and entities form a part of the Promoter Group:

#### **Individuals forming part of Promoter Group**

In terms of SEBI (ICDR) Regulations, the following immediate relatives, due to their relationship with our Promoters are part of our Promoter Group in terms of Regulation 2(1) (zb) (ii) of SEBI (ICDR) Regulations

<b>Promoter</b>	<b>Mr. Ramesh Arora</b>	<b>Mr. Ajay Arora</b>
Mother	Kamla Devi	Kamla Devi
Spouse	Anju Arora	Geeta Arora
Brother(s)	Ajay Arora	Ramesh Arora
Sister(s)	Rama Tuteja	Rama Tuteja
Son	-	Aditya Arora
Daughter(s)	-	Kanika Arora
Spouse Father	-	Ramesh Seth
Spouse Mother	-	Prabha Seth
Spouse Brother(s)	Raghu Gulati	Sachin Seth
Spouse Sister(s)	Anu Mehra	Aarti Seth

#### **Entities forming part of the Promoter Group**

**Entities form part of our Promoter Group pursuant to the terms of Regulation 2(1) (zb) (iv) of SEBI (ICDR) Regulations.**

- IAIR Inforcom Private Limited

#### **Hindu Undivided Families forming part of the Promoter Group**

- Jugal Kishore & Sons HUF

#### **Trusts forming part of the Promoter Group**

- None

#### **Others forming part of the Promoter Group**

- None



### **GROUP COMPANIES / ENTITIES**

Pursuant to the requirement of SEBI ICDR Regulations, the Group Companies include entities covered under the applicable accounting standards, being AS 18 (as identified under the Restated Financial Statements) and also other entities as considered material by the Board of the Company.

As per the Materiality Policy on Group Companies/ Entities approved in the meeting of the Board of Directors of our Company held on March 21, 2016, the Group Company /Entity shall be considered material for the purpose of disclosure in the Prospectus of the Company if:

- such Company /Entity is included in the list of related parties under AS 18 (as identified under the Restated Financial Statements)
- such entities in which, the investment in the form of equity or loan by our Company exceeds 10% of the consolidated net worth of our Company for the last audited financial year,
- where our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total consolidated revenue of our Company for the last audited financial year

There is no listed or unlisted Company, partnership firm, Limited Liability Partnership and Trust forming part of Group Companies/Entities. Details of HUF forming part of Promoter Group are as mentioned below:

#### **Jugal Kishore & Sons HUF**

Jugal Kishore & Sons HUF is Hindu Undivided Family having Mr. Ramesh Arora as Karta.

#### ***Financial Information***

The summary of audited financial statements for the last three years is as follows:

Particulars	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
<b>Capital Account</b>	11.58	10.32	8.55
<b>Total Income</b>	1.87	2.06	2.85
<b>Net Profit</b>	1.75	1.96	2.75

(` in Lacs)

#### **Interest of Group Entities in our Company**

Jugal Kishore & Sons HUF does not have any interest in

- the promotion of our Company
- any property acquired by our Company within the last two years or proposed to be acquired by our Company
- in any transaction for acquisition of land, construction of building and supply of machinery

No part of the Issue Proceeds is payable to Jugal Kishore & Sons HUF.

#### **Undertaking / Confirmations**

Our Promoters and Group Entities have further confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there have been no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them except as stated under chapters



“Risk Factors”, “Our Promoter and Promoter Group” and “Group Companies / Entities” and “Outstanding Litigations and Material Developments” on pages 13, 139 and 143 of this Prospectus, respectively. Additionally, none of our Promoters and Group Companies have been restrained from accessing the capital market for any reasons by the SEBI or any other authorities except as stated under chapters “*Risk Factors*”, “*Our Promoters and Promoter Group*” and “*Group Companies / Entities*” and “*Outstanding Litigations and Material Developments*” on pages 13, 139 and 217 of this Prospectus, respectively.

#### **Common Pursuits**

None of our Promoters and Promoter Group are engaged in the similar line of business in which our Company is doing business.

#### **Litigation/ Defaults**

For details relating to legal proceedings involving the Promoters, Promoter Group and Group companies/Entities see the section titled “Outstanding Litigations and Material Developments” beginning on page 217 of this Prospectus.

#### **Related Business Transaction within the Group and Significance on Financial Performance**

There is no business transactions between our Company and the Promoter Group and Group Companies/ Entities except as stated on page 145 under section titled as “Related Party Transactions”.

#### **Sale or Purchase between our company and our Promoter Group**

There are no sales or purchases between our Company and any Company in the Promoter Group, Group Companies / Entities except as stated on page 145 under the section titled “Related party transactions” exceeding 10% of the sales or purchases of our Company.

#### **Sick Companies**

There are no Companies in our Promoter group, Group Companies/Entities listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. Further, no application has been made by any of them to RoC to strike off their name.

#### **Defunct Group Companies and Entities**

None of our Promoter Group , Group Companies / Entities have remained defunct and no application has been made to the Registrar of Companies for striking off their name from the register of companies, during the five years preceding the date of filing of this Prospectus.



### **RELATED PARTY TRANSACTIONS**

For details of the Related Party Transactions, please see chapter titled “*Financial Statements*” beginning on page 147 of this Prospectus.





### **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease or not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since last five years

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.



## **SECTION V - FINANCIAL INFORMATION**

### **AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENTS**

#### **Independent Auditor's Report for the Standalone Restated Financial Statements of Kwality Pharmaceuticals Limited**

**The Board of Directors  
Kwality Pharmaceuticals Limited  
Nag Kalan, Majitha Road,  
Amritsar,  
Punjab – 143601**

Dear Sirs,

1. We have examined the attached Standalone Restated Summary Statement of Assets and Liabilities of **Kwality Pharmaceuticals Limited**, (hereinafter referred to as “**the Company**”) as at December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011, Standalone Restated Summary Statement of Profit and Loss and Standalone Restated Summary Statement of Cash Flow for the period / financial year ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 (collectively referred to as the “**Standalone Restated Summary Statements**” or “**Standalone Restated Financial Statements**”) annexed to this report and initiated by us for identification purposes. These Standalone Restated Financial Statements have been prepared by the management of the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on SME Platform of BSE Limited (“**BSE**”).
2. These Standalone Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Part I of Chapter III to the Companies Act, 2013 (“the 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;
3. We have examined such Standalone Restated Financial Statements taking into consideration:
  - (i) 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 Limited (“**IPO**” or “**SME IPO**”); and
  - (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
4. The Standalone Restated Financial Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the year ended on March 31, 2015, 2014, 2013, 2012 and 2011 and special purpose Interim period Audited Financial Statements for the period ended December 31, 2015 which have been approved by the Board of Directors.
5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The “**Standalone Restated Statement of Asset and Liabilities**” of the Company as at December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011, examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such



adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Notes to the Standalone Restated Summary Statements to this Report.

- (ii) The “**Standalone Restated Statement of Profit and Loss**” of the Company for the period / financial year ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011, examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Notes to the Standalone Restated Summary Statements to this Report.
  - (iii) The “**Standalone Restated Statement of Cash Flow**” of the Company for the period / financial year ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011, examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Notes to Standalone Restated Summary Statements to this Report.
6. Based on our examination, we are of the opinion that the Standalone Restated Financial Statements have been prepared:
- a) Using consistent accounting policies for all the reporting periods.
  - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate.
  - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
  - d) There are no audit qualifications in the Audit Reports issued by us (The Statutory Auditors) for the period / financial year ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 which would require adjustments in this Standalone Restated Financial Statements of the Company.
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 period / financial year ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”).

**Annexure of Standalone Restated Financial Statements of the Company:-**

- 1. Summary Statement of Assets and Liabilities, as Standalone Restated as appearing in ANNEXURE I;
- 2. Summary Statement of Profit and Loss, as Standalone Restated as appearing in ANNEXURE II;
- 3. Summary Statement of Cash Flow as Standalone Restated as appearing in ANNEXURE III;
- 4. Significant Accounting Policies as Standalone Restated as appearing in ANNEXURE IV;
- 5. Details of Share Capital as Standalone Restated as appearing in ANNEXURE V to this report;
- 6. Details of Reserves and Surplus as Standalone Restated as appearing in ANNEXURE VI to this report;
- 7. Details of Long Term Borrowings as Standalone Restated as appearing in ANNEXURE VII to this report;
- 8. Details of Deferred Tax Asset/Liability as Standalone Restated as per ANNEXURE VIII to this report;
- 9. Details of Long Term Provisions as Standalone Restated as appearing in ANNEXURE IX to this report;



10. Details of Short Term Borrowings as Standalone Restated as appearing in ANNEXURE X to this report;
  11. Details of Trade Payables as Standalone Restated as appearing in ANNEXURE XI to this report;
  12. Details of Other Current Liabilities as Standalone Restated as appearing in ANNEXURE XII to this report;
  13. Details of Short Term Provisions as Standalone Restated as appearing in ANNEXURE XIII to this report;
  14. Details of Fixed Assets as Standalone Restated as appearing in ANNEXURE XIV to this report;
  15. Details of Non Current Investments as Standalone Restated as appearing in ANNEXURE XV to this report;
  16. Details of Current Investments as Standalone Restated as appearing in ANNEXURE XVI to this report;
  17. Details of Inventories as Standalone Restated as appearing in ANNEXURE XVII to this report;
  18. Details of Trade Receivables as Standalone Restated as appearing in ANNEXURE XVIII to this report;
  19. Details of Cash & Cash Equivalents as Standalone Restated as appearing in ANNEXURE XIX to this report;
  20. Details of Short Term Loans & Advances as Standalone Restated as appearing in ANNEXURE XX to this report;
  21. Details of Revenue from Operations as Standalone Restated as appearing in ANNEXURE XXI to this report;
  22. Details of Other Income as Standalone Restated as appearing in ANNEXURE XXII to this report;
  23. Details of Related Party Transactions as Standalone Restated as appearing in ANNEXURE XXIII to this report;
  24. Summary of Significant Accounting Ratios as Standalone Restated as appearing in ANNEXURE XXIV to this report,
  25. Capitalisation Statement as at December 31, 2015 as Standalone Restated as appearing in ANNEXURE XXV to this report;
  26. Statement of Tax Shelters as Standalone Restated as appearing in ANNEXURE XXVI to this report;
  27. Details of Contingent Liabilities as Standalone Restated as appearing in ANNEXURE XXVII to this report
- 
8. 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.
  9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  10. In our opinion, the above financial information contained in Annexure I to XXVII of this report read with the respective Significant Accounting Policies and Notes to Standalone Restated Summary Statements as set out in Annexure IV 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.
  11. 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.



*Kwalita Pharmaceuticals Limited*

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**For Vijay Mehra & Co.  
Chartered Accountants  
Firm Registration no. 001051N**

**CA Amit Handa  
Partner  
Membership No. 502400  
Amritsar  
May 27, 2016**



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

(` in Lacs)

Sr. No.	Particulars	As at December 31,	As at March 31,				
		2015	2015	2014	2013	2012	2011
	<b>EQUITY AND LIABILITIES</b>						
1)	<b><u>Shareholders Funds</u></b>						
	a. Share Capital	500.81	440.81	440.81	353.22	361.22	348.24
	b. Reserves & Surplus	1,705.68	1,426.60	1,335.88	832.41	706.56	333.30
2)	Share Application Money Pending Allotment	-	-	-	-		-
3)	<b><u>Non Current Liabilities</u></b>						
	a. Long Term Borrowings	254.28	103.78	140.51	141.86	204.47	273.99
	b. Deferred Tax Liabilities	44.67	51.98	60.20	25.82	24.90	14.92
	c. Other Long Term Liabilities	-	-	-	-	-	-
	d. Long Term Provisions	16.13	12.43	9.64	6.76	4.75	3.21
4)	<b><u>Current Liabilities</u></b>						
	a. Short Term Borrowings	879.49	663.04	409.65	446.77	751.81	802.62
	b. Trade Payables	662.23	418.56	730.95	421.94	746.85	1,168.74
	c. Other Current Liabilities	563.20	577.49	384.47	630.36	352.05	321.23
	d. Short Term Provisions	2.57	2.24	1.53	1.11	0.55	0.41
	<b>T O T A L</b>	<b>4,629.06</b>	<b>3,696.93</b>	<b>3,513.64</b>	<b>2,860.25</b>	<b>3,153.16</b>	<b>3,266.66</b>
	<b>ASSETS</b>						
1)	<b><u>Non Current Assets</u></b>						
	a. Fixed Assets		-	-	-	-	-
	i. Tangible Assets	2,036.96	2,131.32	2,000.20	1,726.03	1,569.20	1,464.03
	Less: Accumulated Depreciation	987.54	1,037.15	873.42	753.76	661.32	555.39
	<b>Net Block</b>	1,049.42	1,094.17	1,126.78	972.27	907.88	908.64
	b. Deferred Tax Assets (Net)	-	-	-	-	-	-
	c. Non-current Investments	326.36	268.16	242.89	13.99	43.99	13.99
	d. Long Term Loans & Advances	-	-	-	-	-	-
	d. Other Non Current Assets	-	-	-	-	-	-
2)	<b><u>Current Assets</u></b>						
	a. Current Investment	220.71	90.14	50.40	50.40	49.35	74.02
	b. Inventories	631.99	645.85	734.59	448.58	921.56	917.72
	c. Trade Receivables	1,736.98	905.02	675.38	705.60	851.00	1,065.30
	d. Cash and Cash Equivalents	35.27	50.13	24.15	193.07	7.45	8.89
	e. Short Term Loans & Advances	628.33	643.46	659.45	476.34	371.93	278.10
	<b>T O T A L</b>	<b>4,629.06</b>	<b>3,696.93</b>	<b>3,513.64</b>	<b>2,860.25</b>	<b>3,153.16</b>	<b>3,266.66</b>



**ANNEXURE – II**  
**STATEMENT OF PROFIT AND LOSS**

( in Lacs)

Sr. No.	Particulars	For the period ended December 31,	For the year ended March 31,				
		2015	2015	2014	2013	2012	2011
<b>A</b>	<b>INCOME</b>						
	Revenue from Operations	5,344.22	5,237.94	5,959.52	6,174.36	3,795.13	3,701.61
	Other Income	44.64	58.06	16.63	19.25	142.67	99.71
	<b>Total Income (A)</b>	<b>5,388.86</b>	<b>5,296.00</b>	<b>5,976.15</b>	<b>6,193.61</b>	<b>3,937.80</b>	<b>3,801.32</b>
<b>B</b>	<b>EXPENDITURE</b>						
	Cost of Material Consumed	4,064.74	3,847.88	4,617.35	4,748.91	2,940.86	2,836.95
	Purchase of Stock in Trade	5.17	-	-	218.61	-	-
	Changes in inventories of finished goods, traded goods and work-in-progress	-	-	-	-	-	-
	Employee benefit expenses	183.45	205.75	179.16	139.11	109.61	130.57
	Finance costs	82.90	102.52	73.71	99.10	138.46	118.27
	Depreciation and amortisation expense	129.21	172.89	119.64	92.46	105.92	112.07
	Other Expenses	729.75	825.66	806.10	733.41	540.98	521.12
	<b>Total Expenses (B)</b>	<b>5,195.21</b>	<b>5,154.70</b>	<b>5,795.96</b>	<b>6,031.61</b>	<b>3,835.82</b>	<b>3,718.98</b>
<b>C</b>	<b>Profit before extraordinary items and tax</b>	<b>193.65</b>	<b>141.30</b>	<b>180.19</b>	<b>162.01</b>	<b>101.98</b>	<b>82.34</b>
	Extraordinary items	-	-	-	-	-	-
<b>D</b>	<b>Profit before tax</b>	<b>193.65</b>	<b>141.30</b>	<b>180.19</b>	<b>162.01</b>	<b>101.98</b>	<b>82.34</b>
	<i>Tax expense :</i>						
	(i) Current tax	65.86	58.81	50.63	43.24	30.21	42.91
	(ii) Deferred tax	-7.31	-8.22	34.38	0.91	9.99	9.74
<b>E</b>	<b>Total Tax Expense</b>	<b>58.55</b>	<b>50.59</b>	<b>85.01</b>	<b>44.15</b>	<b>40.19</b>	<b>52.64</b>
<b>F</b>	<b>Profit for the year (D-E)</b>	<b>135.09</b>	<b>90.71</b>	<b>95.17</b>	<b>117.85</b>	<b>61.79</b>	<b>29.70</b>



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

(C in Lacs)

Particulars	As at December 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<b>Cash flow from operating activities:</b>						
Net Profit before tax as per P & L A/c	193.65	141.30	180.19	162.01	101.98	82.34
<b>Adjusted for:</b>	-	-	-	-	-	-
Depreciation & Amortisation	129.21	172.89	119.64	92.46	105.92	112.07
(Profit)/loss on sale of Assets	-	-4.16	-	-	-	-
Interest & Finance Cost	82.90	102.52	73.71	99.10	138.46	118.27
Interest Income	22.83	26.86	8.78	2.66	5.44	3.91
<b>Operating Profit Before Working Capital Changes</b>	<b>428.59</b>	<b>439.41</b>	<b>382.32</b>	<b>356.23</b>	<b>351.80</b>	<b>316.59</b>
Adjusted for (Increase)/ Decrease:	-	-	-	-	-	-
Inventories	13.86	88.74	-286.01	472.98	-3.84	-158.51
Trade Receivables	-831.95	-229.64	30.22	145.40	214.32	-27.54
Other Current Assets	-	-	-	-	-	-
Short Term Loans & Advances	8.56	10.57	-191.69	-117.33	-98.84	-86.14
Trade Payables	243.67	-312.39	309.01	-324.91	-421.90	64.12
Other Current Liabilities	-14.30	193.03	-245.89	278.31	30.83	22.18
Short Term & Long Term Provisions	4.03	3.50	3.30	2.57	1.68	3.62
<b>Cash Generated From Operations</b>	<b>-147.54</b>	<b>193.22</b>	<b>1.26</b>	<b>813.25</b>	<b>74.05</b>	<b>134.32</b>
Direct Tax Paid	-28.32	-53.37	-42.04	-30.33	-25.20	-20.93
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>-175.86</b>	<b>139.85</b>	<b>-40.78</b>	<b>782.92</b>	<b>48.85</b>	<b>113.39</b>
<b>Cash Flow From Investing Activities:</b>	-	-	-	-	-	-
Purchase of Fixed Assets	-120.80	-144.44	-194.17	-156.84	-105.17	-89.35
Sale of Fixed Assets	5.37	8.30	-	-	-	-
Interest Income	-22.83	-26.86	-8.78	-2.66	-5.44	-3.91
(Purchase)/Sale of Investments	-188.78	-65.00	-228.91	28.95	-5.33	35.95
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>-327.04</b>	<b>-228.00</b>	<b>-431.86</b>	<b>-130.55</b>	<b>-115.94</b>	<b>-57.31</b>
<b>Cash Flow from Financing Activities:</b>	-	-	-	-	-	-
Proceeds From Share Capital & Sh Prm	204.00	-	415.89	-	324.45	-
Proceeds / (Repayment) from Long Term Borrowing (Net)	150.50	-36.73	-1.35	-62.61	-69.52	-73.14
Proceeds / (Repayment) from Short-term borrowings	216.44	253.39	-37.11	-305.04	-50.81	117.34
Interest & Finance Cost	-82.90	-102.52	-73.71	-99.10	-138.46	-118.27
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>488.04</b>	<b>114.14</b>	<b>303.72</b>	<b>-466.75</b>	<b>65.66</b>	<b>-74.07</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-14.86	25.99	-168.92	185.62	-1.43	-17.99
Cash & Cash Equivalents As At Beginning of the Year	50.13	24.14	193.07	7.44	8.90	26.86
Cash & Cash Equivalents At End of the Yr	<b>35.27</b>	<b>50.13</b>	<b>24.15</b>	<b>193.06</b>	<b>7.47</b>	<b>8.87</b>





## **ANNEXURE IV (A)**

### **STANDALONE RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS: CORPORATE INFORMATION**

Kwality Pharmaceuticals Limited was incorporated in the year 1983 and it is engaged in manufacturing of drugs and pharmaceuticals.

#### **A. Basis of preparation of Financial Statements:**

The standalone restated summary statement of assets and liabilities of the Company as at December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 and the related standalone restated summary statement of profits and loss and cash flows for the period / years ended December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 (herein collectively referred to as ('Standalone Restated Summary Statements')) have been compiled by the management from the audited financial statements of the Company for the period /years ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011, approved by the Board of Directors of the Company. Standalone restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Standalone restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Standalone restated Summary Statements.

#### **B. Use of Estimates:**

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialized.

#### **C. Fixed Assets:**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

#### **D. Depreciation:**

Depreciation on fixed assets is calculated on written down value (WDV) basis for all tangible and intangible assets using the rates arrived at based on the method prescribed under Schedule II of the Companies Act, 2013 for the period / year ended December 31, 2015 and March 31, 2015. For the year ended on March 31, 2014, 2013, 2012 and 2011 depreciation has been charged on WDV for all tangible and intangible assets using the rates prescribed under Schedule XIV of the Companies Act, 1956.

#### **E. Valuation of Inventories:**

Inventory of traded goods is at cost or net realizable value whichever is lower.



**F. Valuation of Investments:**

- i. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.
- ii. Current Investments are carried at lower of cost and fair value determined on an individual investment basis.
- iii. 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.

**G. Revenue Recognition:**

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from Operations

Sale of Traded Goods

Sale of traded goods/material is recognized as revenue when significant risk and rewards of ownership relating to the goods are transferred to the buyer.

Revenue from Other Sources

Other Incomes have been recognized on accrual basis.

**H. Employee Benefits:**

**i. Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering of services are classified as short term benefits. Benefits include salaries, wages, awards, ex-gratia, performance pay, etc. and are recognized in the period in which the employee renders the related service. Liability on account of encashment of leave, Bonus to employee is considered as short term compensated expense provided on actual.

**ii. Post Employment Benefit :**

a. Defined Contribution Plan:

Provident fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the profit & loss account in the year when the contributions to the fund are due.

b. Defined Benefit Plan:

Company's liability towards gratuity is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation at the date of the Balance Sheet.

**I. Earning Per Share**

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.



## **J. Taxation & Deferred Tax**

Provision for Current Tax is made in accordance with the provision of Income Tax Act, 1961. Deferred tax is recognized on timing differences between taxable & accounting income / expenditure that originates in one period and are capable of reversal in one or more subsequent period(s).

## **K. Contingent Liabilities / Provisions**

Contingent liabilities are not provided in the accounts and are disclosed separately in notes on accounts.

## **M. Revaluation of Assets**

The company assesses at each balance sheet date whether there is any indication due to external factors that an asset or group of assets comprising a cash generating unit (CGU) may be revalued. If any such indication exists, then the revaluation of the value of assets is done by certified valuer. If such recoverable amount of the asset or the recoverable amount of the CGU, to which the asset belongs is more than the carrying amount of the asset or the CGU as the case may be, the carrying amount is increased to its recoverable amount and the addition is treated as addition in the value of asset and is recognized in the Revaluation reserve under Reserves and Surplus. If at any subsequent balance sheet date, there is an indication that a previously assessed revaluation no longer exists, the recoverable amount is re assessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

## **O. Foreign Currency Transactions**

**Initial Recognition:** Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

**Conversion:** At the year end, monetary items denominated in foreign currencies other than those covered by forward contracts are converted into rupee equivalents at the year-end exchange rates.

**Exchange Differences:** All exchange differences arising on settlement/conversion of foreign currency transactions are recognized in the statement of profit and loss.

**Forward Exchange Contracts:** In respect of transactions covered by forward contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense on the date of booking of forward contract. The gain/loss on account of foreign currency translation in respect of foreign exchange contracts is spread over the term of the contract.

### ***Presentation and disclosure of financial statements***

During the year ended 31 March 2012, the Revised Schedule VI notified under the Act, had become applicable to the Company, for preparation and presentation of its financial statements. Accordingly, the Company has prepared the financial statements for the year ended 31 March 2012 onwards in accordance with Revised Schedule VI of the Act. The adoption of Revised Schedule VI of the Act does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the figures for the years ended 31 March 2011 in accordance with the requirements of Revised Schedule VI of the Act, to the extent possible.



## ANNEXURE – IV (B)

**NOTES ON RECONCILIATION OF STANDALONE RESTATED PROFITS**

(Rs in Lakhs)

Adjustments for	Upto December 31, 2015	2014-15	2013-14	2012-13	2011-12	2010-11
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	142.34	132.42	137.94	109.36	56.02	61.54
<b><u>Adjustments for:</u></b>						
Provision for Gratuity	(4.03)	(3.50)	(3.30)	(2.57)	(1.68)	(3.62)
Provision for Tax	7.47	(0.13)	0.11	4.39	21.70	(21.98)
Depreciation	(17.98)	(42.43)	-	-	-	-
Deferred Revenue Expenditure	-	0.20	(0.80)	-	-	-
Deferred Tax	7.31	4.16	(38.76)	6.70	(14.25)	(6.25)
<b>Net Profit/ (Loss) After Tax as Standalone restated</b>	<b>135.09</b>	<b>90.71</b>	<b>95.17</b>	<b>117.85</b>	<b>61.79</b>	<b>29.70</b>

**Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.**

**Adjustments having impact on Profit**

- 1. Provision for Gratuity** – Provision for gratuity of Rs 1.12 lakhs for the year ended March 31, 2014 was debited to profit and loss account for the year ended March 31, 2015 which has now been shown as an expense in the respective year.
- 2. Provision for Tax** - The profit before tax has changed due to restatement of several expenses like depreciation, gratuity etc. Correspondingly the provision for Current Tax has been restated.
- 3. Change in Depreciation** – The Company had provided depreciation on Fixed Assets as per rates specified in Schedule XVI of Companies Act, 1956 which has now been reworked as per Schedule II to the Companies Act, 2013 and provided.
- 4. Deferred Revenue Expenditure** – The Company was deferring recognition of an expense which has been restated and written off in the year of incurrence as per requirements of AS-26.
- 5. Deferred Tax** – Deferred Tax liability arising out of change in WDV of assets has also been changed due to change in depreciation. As a result the deferred tax asset / liability has been restated.

**Adjustments having no impact on Profit****Material Regrouping**

W.e.f, April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2011, for preparation and presentation of its financial



statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements.

There is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI. The Company has reclassified the figures for the previous financial year ended March 31, 2011 in accordance with the requirements of Schedule III. Appropriate adjustments have been made in the Standalone restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

**ANNEXURE – V**  
**DETAILS OF SHARE CAPITAL AS RESTATED**

(Rs in Lakhs)

Particulars	As at December 31	As at March 31,				
	2015	2015	2014	2013	2012	2011
<b>AUTHORISED CAPITAL</b>						
Equity Shares of ` 10 Each	800.00	600.00	600.00	500.00	500.00	400.00
<b>TOTAL</b>	800.00	600.00	600.00	500.00	500.00	400.00
<b>ISSUED CAPITAL</b>						
Equity Shares of ` 10 Each	500.81	500.81	500.81	353.22	369.22	348.24
	-	-	-	-	-	-
<b>SUBSCRIBED AND FULLY PAID UP</b>	-	-	-	-	-	-
Equity Shares of ` 10 Each	500.81	380.81	380.81	353.22	353.22	348.24
	-	-	-	-	-	-
<b>SUBSCRIBED BUT NOT FULLY PAID UP</b>	-	-	-	-	-	-
Equity Shares of ` 10 Each, 5 Paid up	-	60.00	60.00	-	8.00	-
Addition During the Year	-	-	-	-	-	-
<b>TOTAL</b>	<b>500.81</b>	<b>440.81</b>	<b>440.81</b>	<b>353.22</b>	<b>361.22</b>	<b>348.24</b>
<b>RECONCILIATION OF NUMBER OF SHARES OUTSTANDING AT THE END OF THE YEAR:</b>						
Equity Shares at the beginning of the year	5,008,099	5,008,099	3,532,169	3,692,169	3,482,388	3,482,388
Add: Shares issued during the year	-	-	1,475,930	-	209,781	-
Less: Shares Forfeited during the year	-	-	-	160,000	-	-
<b>Equity Shares at the end of the year</b>	<b>5,008,099</b>	<b>5,008,099</b>	<b>5,008,099</b>	<b>3,532,169</b>	<b>3,692,169</b>	<b>3,482,388</b>



**DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES OF THE COMPANY:**

Name of Shareholders	As at December 31, 2015		As at March 31, 2015		As at March 31, 2014		As at March 31, 2013		As at March 31, 2012		As at March 31, 2011	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
<b>Ramesh Arora</b>	1483008	29.61%	1483008	29.61%	1483008	29.61%	1225115	33.18%	1146226	31.04%	1146226	32.91%
<b>Ajay Arora</b>	697814	13.93%	697814	13.93%	697814	13.93%	434361	12.30%	355472	9.63%	355472	10.21%
<b>Classic International Ltd.</b>									255000	6.91%	255000	7.32%
<b>R.K.P.K. Foods India P.Ltd.</b>											175000	5.03%

**ANNEXURE VI - DETAILS OF RESERVES AND SURPLUS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
<b>Profit and Loss</b>						
As per last financial statements	698.61	607.91	512.73	394.88	333.09	303.39
Add/(Less): Net Profit after Tax for the year	135.09	90.71	95.17	117.85	61.79	29.70
<b>Closing Balance</b>	<b>833.70</b>	<b>698.62</b>	<b>607.90</b>	<b>512.73</b>	<b>394.88</b>	<b>333.09</b>
<b>Investment allowance Reserve</b>						
Opening Balance	0.21	0.21	0.21	0.21	0.21	0.21
Add: Transferred during the year						
<b>Closing Balance</b>	<b>0.21</b>	<b>0.21</b>	<b>0.21</b>	<b>0.21</b>	<b>0.21</b>	<b>0.21</b>
<b>Land and Building Revaluation Reserve</b>						
Opening Balance	80.00	80.00	-	-	-	-
Add: Transferred during the year	-	-	80.00	-	-	-
<b>Closing Balance</b>	<b>80.00</b>	<b>80.00</b>	<b>80.00</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Capital Reserve</b>						
Opening Balance	8.00	8.00	8.00	-	-	-
Add: Shares Forfeited during the year	-	-	-	8.00		
<b>Closing Balance</b>	<b>8.00</b>	<b>8.00</b>	<b>8.00</b>	<b>8.00</b>	<b>-</b>	<b>-</b>
<b>Share Premium</b>						
Opening Balance	639.77	639.77	311.47	-	-	-
Add: Shares Issued During the year	144.00	-	328.30	311.47	311.47	-
<b>Closing Balance</b>	<b>783.77</b>	<b>639.77</b>	<b>639.77</b>	<b>311.47</b>	<b>311.47</b>	<b>-</b>
<b>TOTAL</b>	<b>1,705.68</b>	<b>1,426.60</b>	<b>1,335.88</b>	<b>832.41</b>	<b>706.56</b>	<b>333.30</b>

**ANNEXURE VII**



## DETAILS OF LONG TERM BORROWINGS AS RESTATED

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
<b><u>Secured Loans</u></b>						
<b><u>-Term Loans</u></b>						
-From Banks	206.58	15.87	4.96	21.37	75.64	156.81
-From Others	25.73	37.68	48.86	14.41	17.35	14.82
<b><u>Unsecured Loans</u></b>						
Loan from Others	21.97	50.23	86.69	106.08	111.48	102.36
<b>TOTAL</b>	<b>254.28</b>	<b>103.78</b>	<b>140.51</b>	<b>141.86</b>	<b>204.47</b>	<b>273.99</b>

## NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS:

Nature of Security	Terms of Repayment
Bus	The loan is repayable in 35 installments of ` 13561 each starting from August 2010
Bus	The loan is repayable in 35 installments of ` 18642 each starting from Jan 2010
Innova Car	The loan is repayable in 60 installments of ` 20260 each starting from April 2011
BMW Car	The loan is repayable in 48 installments of ` 73700 each starting from June 2013
Chevrolet Cruze Car	The loan is repayable in 60 installments of ` 22270 each starting from July 2010
Truck	The loan is repayable in 60 installments of ` 18575 each starting from June 2013
Truck	The loan is repayable in 60 installments of ` 26080 each starting from June 2013
Swift Car	The loan is repayable in 36 installments of ` 17830 each starting from June 2014
Machinery	The loan is repayable in 24 installments of ` 51484 each starting from August 2015
Fortuner Car	The loan is repayable in 60 installments of ` 40792 each starting from June 2011
Chevrolet Cruze Car	The loan is repayable in 60 installments of ` 28992 each starting from December 2015
Machinery	The loan is repayable in 60 installments of ` 232880 each starting from November 2015



**ANNEXURE VIII  
DETAILS OF DEFERRED TAX ASSET/(LIABILITY) AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
DEFERRED TAX LIABILITY						
Related to Fixed Assets	-44.67	-51.98	-60.20	-25.82	-24.90	-14.92
	-	-	-	-	-	-
<b>Deferred Tax Asset/(Liability) (net) after adjustments</b>	<b>-44.67</b>	<b>-51.98</b>	<b>-60.20</b>	<b>-25.82</b>	<b>-24.90</b>	<b>-14.92</b>

**ANNEXURE IX  
DETAILS OF LONG TERM PROVISIONS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Provision for Gratuity	16.13	12.43	9.64	6.76	4.75	3.21
<b>TOTAL</b>	<b>16.13</b>	<b>12.43</b>	<b>9.64</b>	<b>6.76</b>	<b>4.75</b>	<b>3.21</b>

**ANNEXURE – X  
DETAILS OF SHORT TERM BORROWING AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
<i>Secured</i>						
Cash Credit	219.24	388.41	157.49	-	-	-
Packing Credit	660.25	274.63	252.16	446.77	751.81	802.62
<b>TOTAL</b>	<b>879.49</b>	<b>663.04</b>	<b>409.65</b>	<b>446.77</b>	<b>751.81</b>	<b>802.62</b>

**ANNEXURE – XI  
DETAILS OF TRADE PAYABLES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Micro, Small and Medium Enterprises	-	-	-	-	-	-
Others	662.23	418.56	730.95	421.94	746.85	1,168.74
<b>TOTAL</b>	<b>662.23</b>	<b>418.56</b>	<b>730.95</b>	<b>421.94</b>	<b>746.85</b>	<b>1,168.74</b>





**ANNEXURE – XII**  
**DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Current Maturities of Long Term Debts	37.60	18.83	21.09	18.82	15.59	8.97
Advances from customers	494.92	519.34	323.85	559.20	287.19	228.36
Expenses Payable	23.73	32.56	34.57	34.99	27.16	34.02
Remuneration Payable to Director	2.45	2.26	0.46	0.33	5.09	1.46
Security Deposits Received	4.50	4.50	4.50	17.02	17.02	48.42
<b>TOTAL</b>	<b>563.20</b>	<b>577.49</b>	<b>384.47</b>	<b>630.36</b>	<b>352.05</b>	<b>321.23</b>

**ANNEXURE – XIII**  
**DETAILS OF SHORT TERM PROVISIONS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Provision for Employee Benefits	2.57	2.24	1.53	1.11	0.55	0.41
<b>TOTAL</b>	<b>2.57</b>	<b>2.24</b>	<b>1.53</b>	<b>1.11</b>	<b>0.55</b>	<b>0.41</b>



**ANNEXURE – XIV**  
**DETAILS OF FIXED ASSETS AS RESTATED**

(` In Lakhs)

FIXED ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS AT 01.04.2010	ADDITIO NS	REV ALU ATI ON	DEDU CTIO NS	AS AT 31.03.2011	UPTO 01.04.2010	FOR THE YEAR	DEDU CTIO NS / ADJU STME NTS	UPTO 31.03.2011	AS AT 31.03.2011	AS AT 31.03.2010
<b><u>Tangible Assets</u></b>											
Land	15.13	-	-	-	15.13	-	-	-	-	15.13	15.13
Buildings	584.78	17.06	-	-	601.83	134.02	40.32	-	174.34	427.49	450.75
Plant and Equipment	631.76	51.78	-	-	683.54	235.31	51.06	-	286.37	397.17	396.46
Furniture and Fixtures	21.71	0.61	-	-	22.32	9.52	2.25	-	11.77	10.54	12.18
Vehicles	85.71	18.37	-	-	104.08	43.19	14.51	-	57.71	46.37	42.51
Office equipment	10.23	0.14	-	-	10.37	4.78	0.77	-	5.54	4.82	5.45
Leasehold improvements	-	-	-	-	-	-	-	-	-	-	-
Lift	5.17	-	-	-	5.17	2.94	0.34	-	3.28	1.89	2.23
Cycle	0.02	-	-	-	0.02	0.01	-	-	0.01	0.01	0.01
Computer Equipment	20.17	1.39	-	-	21.57	13.56	2.81	-	16.37	5.19	6.61
<b>Grand Total</b>	<b>1,374.68</b>	<b>89.35</b>	-	-	<b>1,464.03</b>	<b>443.33</b>	<b>112.06</b>	-	<b>555.39</b>	<b>908.61</b>	<b>931.33</b>



FIXED ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS AT 01.04.2011	ADDITIO NS	REV ALU ATI ON	DEDUC TIONS	AS AT 31.03.2012	UPTO 01.04.2011	FOR THE YEAR	DEDU CTIO NS / ADJU STME NTS	UPTO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
<b><u>Tangible Assets</u></b>											
Land	15.13	14.50		-	29.63	-	-	-	-	29.63	15.13
Buildings	601.83	10.73		-	612.57	174.34	30.55	-	204.89	407.67	427.49
Plant and Equipment	683.54	61.49		-	745.03	286.37	52.54	-	338.91	406.11	397.17
Furniture and Fixtures	22.32	0.05		-	22.36	11.77	1.92	-	13.69	8.68	10.54
Vehicles	104.08	10.62		-	114.70	57.71	14.75	-	72.46	42.23	46.37
Office equipment	10.37	-		-	10.37	5.54	0.67	-	6.22	4.15	4.82
Leasehold improvements	-	-		-	-	-	-	-	-	-	-
Lift	5.17	-		-	5.17	3.28	0.29	-	3.57	1.60	1.89
Cycle	0.02	-		-	0.02	0.01	-	-	0.01	0.01	0.01
Computer Equipment	21.57	7.78		-	29.35	16.37	5.19	-	21.57	7.79	5.19
<b>Grand Total</b>	<b>1,464.03</b>	<b>105.17</b>		-	<b>1,569.20</b>	<b>555.39</b>	<b>105.91</b>	-	<b>661.32</b>	<b>907.87</b>	<b>908.61</b>



FIXED ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS AT 01.04.2012	ADDITI ONS	REVA LUATI ON	DED UCTI ONS	AS AT 31.03.2013	UPTO 01.04.2012	FOR THE YEAR	DEDU CTIO NS / ADJU STME NTS	UPTO 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
<b><u>Tangible Assets</u></b>											
Land	29.63	-		-	29.63	-	-	-	-	29.63	29.63
Buildings	612.57	6.37		-	618.94	204.89	21.84	-	226.73	392.21	407.67
Plant and Equipment	745.03	115.49		-	860.51	338.91	48.77	-	387.68	472.83	406.11
Furniture and Fixtures	22.36	3.72		-	26.09	13.69	1.95	-	15.64	10.45	8.68
Vehicles	114.70	26.02		-	140.72	72.46	14.98	-	87.44	53.28	42.23
Office equipment	10.37	-		-	10.37	6.22	0.58	-	6.79	3.57	4.15
Leasehold improvements	-	-		-	-	-	-	-	-	-	-
Lift	5.17	-		-	5.17	3.57	0.25	-	3.81	1.36	1.60
Cycle	0.02	-		-	0.02	0.01	-	-	0.01	0.01	0.01
Computer Equipment	29.35	5.23		-	34.58	21.57	4.10	-	25.66	8.92	7.79
<b>Grand Total</b>	<b>1,569.20</b>	<b>156.83</b>		-	<b>1,726.03</b>	<b>661.32</b>	<b>92.47</b>	-	<b>753.76</b>	<b>972.26</b>	<b>907.87</b>



FIXED ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS AT 01.04.2013	ADDITION S	REVAL UATIO N	DEDU CTION S	AS AT 31.03.20 14	UPTO 01.04.2013	FOR THE YEAR	DEDU CTIO NS / ADJU STME NTS	UPTO 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
<b><u>Tangible Assets</u></b>											
Land	29.63	5.60		-	35.23	-	-	-	-	35.23	29.63
Buildings	618.94	6.13		-	705.07	226.73	22.13	-	248.86	456.21	392.21
Plant and Equipment	860.51	107.46		-	967.98	387.68	61.13	-	448.82	519.16	472.83
Furniture and Fixtures	26.09	0.89		-	26.98	15.64	1.93	-	17.56	9.42	10.45
Vehicles	140.72	63.73		-	204.45	87.44	28.02	-	115.46	88.99	53.28
Office equipment	10.37	0.46		-	10.83	6.79	0.56	-	7.35	3.48	3.57
Leasehold improvements	-	-		-	-	-	-	-	-	-	-
Lift	5.17	-		-	5.17	3.81	0.21	-	4.02	1.15	1.36
Cycle	0.02	-		-	0.02	0.01	-	-	0.02	-	0.01
Computer Equipment	34.58	9.89		-	44.47	25.66	5.67	-	31.33	13.14	8.92
<b>Grand Total</b>	<b>1,726.03</b>	<b>194.16</b>		-	<b>2,000.20</b>	<b>753.76</b>	<b>119.65</b>	-	<b>873.42</b>	<b>1,126.78</b>	<b>972.26</b>



FIXED ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS AT 01.04.2014	ADDITIO NS	REVAL UATIO N	DEDU CTION S	AS AT 31.03.20 15	UPTO 01.04.2014	FOR THE YEAR	DEDU CTIO NS / ADJU STME NTS	UPTO 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
<b>Tangible Assets</b>											
Land	32.23	-	-	-	32.23	-	-	-	-	32.23	32.23
Property at Delhi	3.00	0.25	-	-	3.25	-	-	-	-	3.25	3.00
Buildings	705.07	7.07	-	-	712.14	248.86	41.46	-	290.32	421.82	456.21
Plant and Equipment	910.19	64.47	-	-	974.66	409.58	75.88	-	485.46	489.21	500.61
Generator Set	15.96	-	-	-	15.96	12.12	0.65	-	12.77	3.19	3.84
Laboratory Equipment	41.69	26.22	-	-	67.91	27.07	5.74	-	32.81	35.09	14.62
Mobile	0.05	0.42	-	-	0.47	0.02	0.05	-	0.07	0.40	0.03
Television	0.07	-	-	-	0.07	0.02	0.05	-	0.07	-	0.05
Blower	0.02	-	-	-	0.02	0.01	-	-	0.01	0.01	0.01
Furniture and Fixtures	16.71	3.01	-	-	19.72	10.18	2.53	-	12.72	7.00	6.53
Electrical Fittings	10.27	0.12	-	-	10.39	7.38	0.97	-	8.35	2.04	2.89
Vehicles	204.45	33.43	-	13.31	224.56	115.46	34.29	9.17	140.57	83.99	88.99
Office equipment	10.83	-	-	-	10.83	7.35	1.06	-	8.42	2.41	3.48
Lift	5.17	-	-	-	5.17	4.02	0.59	-	4.61	0.56	1.15
Motor Cycle	-	0.52	-	-	0.52	-	0.08	-	0.08	0.44	-
Cycle	0.02	-	-	-	0.02	0.02	-	-	0.02	-	-
Computer Equipment	44.47	8.93	-	-	53.40	31.33	9.54	-	40.87	12.54	13.14
<b>Grand Total</b>	<b>2,000.20</b>	<b>144.44</b>		<b>13.31</b>	<b>2,131.32</b>	<b>873.42</b>	<b>172.89</b>	<b>9.17</b>	<b>1,037.15</b>	<b>1,094.18</b>	<b>1,126.78</b>



FIXED ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS AT 01.04.2015	ADDITION S	REVALUATION	DEDUCTIONS	AS AT 31.12.2015	UPTO 01.04.2015	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	UPTO 31.12.2015	AS AT 31.12.2015	AS AT 31.03.2015
<b><u>Tangible Assets</u></b>											
Land	32.23	-	-	-	32.23	-	-	-	-	32.23	32.23
Property at Delhi	3.25	-	-	-	3.25	-	-	-	-	3.25	3.25
Buildings	712.14	2.87	-	-	715.02	290.32	27.89	-	318.21	396.80	421.82
Plant and Equipment	974.66	78.92	-	215.16	838.42	485.46	61.20	178.78	367.88	470.54	489.21
Generator Set	15.96	-	-	-	15.96	12.77	0.41	-	13.18	2.78	3.19
Laboratory Equipment	67.91	10.70	-	-	78.60	32.81	4.48	-	37.29	41.31	35.09
Mobile	0.47	0.37	-	-	0.84	0.07	0.04	-	0.10	0.74	0.40
Television	0.07	-	-	-	0.07	0.07	-	-	0.07	-	-
Blower	0.02	-	-	-	0.02	0.01	-	-	0.01	0.01	0.01
Furniture and Fixtures	19.72	-	-	-	19.72	12.72	1.48	-	14.20	5.52	7.00
Electrical Fittings	10.39	-	-	-	10.39	8.35	0.50	-	8.84	1.54	2.04
Vehicles	224.56	19.02	-	-	243.59	140.57	23.00	-	163.57	80.02	83.99
Office equipment	10.83	-	-	-	10.83	8.42	1.96	-	10.37	0.46	2.41
Lift	5.17	-	-	-	5.17	4.61	0.22	-	4.83	0.34	0.56
Motor Cycle	0.52	0.06	-	-	0.58	0.08	0.11	-	0.18	0.40	0.44
Cycle	0.02	-	-	-	0.02	0.02	-	-	0.02	-	-
Computer Equipment	53.40	8.85	-	-	62.25	40.87	7.93	-	48.79	13.46	12.54
<b>Grand Total</b>	<b>2,131.32</b>	<b>120.79</b>		<b>215.16</b>	<b>2,036.96</b>	<b>1,037.15</b>	<b>129.22</b>	<b>178.78</b>	<b>987.54</b>	<b>1,049.40</b>	<b>1,094.18</b>



**ANNEXURE –XV  
DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
<b>Unquoted</b>						
Shares of R.B.woollen Mills (10 shares of 100 each)	0.01	0.01	0.01	0.01	0.01	0.01
Security	-	3.90	3.90	3.90	33.90	3.90
CDR A/c	-	7.20	7.20	7.20	7.20	7.20
Gold Coins	2.88	2.88	2.88	2.88	2.88	2.88
Kwalita Pharmaceuticals Africa Limitada (Mozambique)	323.47	254.17	228.90	-	-	-
<b>TOTAL</b>	<b>326.36</b>	<b>268.16</b>	<b>242.89</b>	<b>13.99</b>	<b>43.99</b>	<b>13.99</b>
Aggregate Cost of Quoted Investments	-	-	-	-	-	-
Aggregate Cost of Unquoted Investments	326.36	268.16	242.89	13.99	43.99	13.99
Aggregate Market Value of Quoted Investments	-	-	-	-	-	-

**ANNEXURE –XVI  
DETAILS OF CURRENT INVESTMENTS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
FDR Margin Money	220.71	90.14	50.40	50.40	49.35	74.02
<b>TOTAL</b>	<b>220.71</b>	<b>90.14</b>	<b>50.40</b>	<b>50.40</b>	<b>49.35</b>	<b>74.02</b>

**ANNEXURE –XVII  
DETAILS OF INVENTORIES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Raw materials	238.55	368.69	379.75	263.42	525.26	423.22
Finished goods	314.82	149.53	237.82	117.46	151.39	300.00
Packing Material	78.62	127.63	117.02	67.70	244.91	194.50
<b>TOTAL</b>	<b>631.99</b>	<b>645.85</b>	<b>734.59</b>	<b>448.58</b>	<b>921.56</b>	<b>917.72</b>





**ANNEXURE –XVIII  
DETAILS OF TRADE RECEIVABLES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
<b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b>	-	-	-	-	-	-
-From Related Party	-	-	-	-	-	-
-From Others	226.61	212.47	115.62	114.21	-	-
	-	-	-	-	-	-
<b>Other Trade receivables</b>	-	-	-	-	-	-
-From Related Party	-	-	-	-	-	-
-From Others	1,510.37	692.55	559.76	591.39	851.00	1,065.30
<b>TOTAL</b>	<b>1,736.98</b>	<b>905.02</b>	<b>675.38</b>	<b>705.60</b>	<b>851.00</b>	<b>1,065.30</b>

**ANNEXURE –XIX  
DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Cash In Hand	12.38	7.51	6.20	1.64	3.09	6.97
Balance with Bank	22.89	42.62	17.95	191.43	4.36	1.92
<b>TOTAL</b>	<b>35.27</b>	<b>50.13</b>	<b>24.15</b>	<b>193.07</b>	<b>7.45</b>	<b>8.89</b>

**ANNEXURE –XX  
DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Security deposits	84.65	42.76	42.18	27.23	25.41	32.04
Prepaid expenses	-	1.45	1.30	1.41	3.24	3.23
Balances with government authorities	296.81	414.01	485.93	322.64	238.20	168.11
Trade Advances	246.43	185.24	130.04	125.06	105.08	66.86
Others receivable in cash or in kind	0.44	-	-	-	-	7.86
<b>TOTAL</b>	<b>628.33</b>	<b>643.46</b>	<b>659.45</b>	<b>476.34</b>	<b>371.93</b>	<b>278.10</b>



**ANNEXURE –XXI**  
**DETAILS OF REVENUE FROM OPERATIONS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
Sales of Manufactured Goods	5,338.50	5,237.94	5,959.52	5,926.64	3,795.13	3,701.61
Sales of Traded Goods	5.71	-	-	247.72	-	-
Sales of Services	-	-	-	-	-	-
Turnover in respect of products not normally dealt with	-	-	-	-	-	-
<b>TOTAL</b>	<b>5,344.21</b>	<b>5,237.94</b>	<b>5,959.52</b>	<b>6,174.36</b>	<b>3,795.13</b>	<b>3,701.61</b>

**ANNEXURE –XXII**  
**DETAILS OF OTHER INCOME AS RESTATED**

(` In Lakhs)

Particulars	For the period Ended Decemb er 31, 2015	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	For the Year Ended March 31, 2011	Nature
Other income	44.64	58.06	16.63	19.25	142.67	99.71	
Net Profit Before Tax as Restated	193.65	141.30	180.19	162.01	101.98	82.34	
<b>Percentage</b>	<b>23.05%</b>	<b>41.09%</b>	<b>9.23%</b>	<b>11.88%</b>	<b>139.91%</b>	<b>121.10%</b>	
<b>Source of Income</b>							
Net gain on Foreign Currency Transactions & Translations	-	-	-	-	4.70	2.79	Recurring and not related to business activity.
Interest on FDR	7.79	3.77	4.07	2.15	4.85	3.84	Recurring and not related to business activity.
D.E.P.B. Income	16.71	20.87	5.80	15.74	68.62	56.56	Recurring and related to Business activity
Miscellaneous Income	-	-	1.61	0.22	2.90	4.97	Non Recurring and not related to business activity.



Income tax refund	-	-	-	-	1.29	-	Non Recurring and not related to business activity
Commission Received	-	-	-	0.63	2.26	-	Non recurring andnot related tobusiness activity.
Interest on Loan from Mozambique (Subsidiary)	14.44	18.96	4.11	-	-	-	Recurring and not related tobusiness activity.
Profit on Cruze car	-	4.16	-	-	-	-	Non Recurring and not related to business activity
Interest on Electricity	0.60	0.53	0.60	0.51	0.59	-	Non Recurring and not related to business activity
Interest received u/s 133A	-	-	-	-	-	0.08	Non Recurring and not related to business activity
Interest received on advances	-	3.60	-	-	-	-	Non Recurring and not related to business activity
Entry tax Reimbursement	0.98	-	-	-	-	-	Non Recurring and not related to business activity
Export Document Charges	2.20	-	-	-	-	-	Non recurring and related to business activity
Rebate & Discount	1.23	6.17	0.44	-	57.46	31.47	Recurring and not related to business activity.
Sales promotion	0.69	-	-	-	-	-	Non recurring and not related to business activity
<b>Total Other income</b>	<b>44.64</b>	<b>58.06</b>	<b>16.63</b>	<b>19.25</b>	<b>142.67</b>	<b>99.71</b>	



**ANNEXURE XXIII**  
**DETAILS OF RELATED PARTY TRANSACTIONS AS RESTATED**

(` In Lakhs)

Name	Relationship	Nature of Transactions	Amount of Transaction	Amount Outstanding as on 31.12.2015	Amount of Transaction in 2014-15	Amount Outstanding as on 31.03.15	Amount of Transaction in 2013-14	Amount Outstanding as on 31.03.14	Amount of Transaction in 2012-13	Amount Outstanding as on 31.03.2013	Amount of Transaction in 2011-12	Amount Outstanding as on 31.03.2012	Amount of Transaction in 2010-11	Amount Outstanding as on 31.03.2011
			Upto 31.12.2015	(Payable)/ Receivable		(Payable)/ Receivable		(Payable)/ Receivable		(Payable)/ Receivable		(Payable)/ Receivable		(Payable)/ Receivable
Ajay Arora	Director	Remuneration	13.50	-	18.00	-	11.20	-	9.60	- 2.36	9.60	- 5.49	9.60	- 5.04
		Loan repaid to company	-	-	-	-	2.58	-	-	-	-	-	-	-
		Interest	-	-	-	-	0.24	-	-	-	0.50	-	0.46	-
		Rent	-	-	0.48	-	0.48	-	-	-	-	-	-	-
		Share Allotment	-	-	-	-	52.58	-	-	-	-	-	-	-
Anju Arora	Director	Remuneration	3.60	-	4.80	-	3.00	-	3.00	- 10.12	3.00	- 9.28	1.50	- 8.51
		Loan repaid to company	-	-	-	-	11.03	-	-	-	-	-	0.12	-
		Interest	-	-	-	-	1.02	-	0.93	-	0.85	-	0.78	-
		Share Allotment	-	-	-	-	11.03	-	2.64	-	-	-	-	-
Anu Mehra	Sister in law of Director	Interest	0.02	- 0.32	0.03	- 0.29	0.02	- 0.27	0.02	- 0.24	0.02	- 0.22	0.02	- 0.20
		Share Allotment	-	-	-	-	-	-	4.92	-	-	-	-	-
Arti Seth	Sister in law of Director	Interest	0.02	- 0.35	0.03	- 0.33	0.03	- 0.30	0.02	- 0.27	0.02	- 0.25	0.02	- 0.22
Geeta Arora	Director	Remuneration	3.60	-	4.80	-	3.00	-	3.00	- 2.10	3.00	- 1.92	1.25	- 1.77
		Share Allotment	-	-	-	-	2.29	-	3.24	-	-	-	-	-



*Kwality Pharmaceuticals Limited*

		Loan repaid to company	-	-	-	-	2.29	-	-	-	-	-	0.07	-
		Interest	-	-	-	-	0.21	-	0.19	-	0.18	-	0.16	-
Jugal Kishore HUF	Relative of director	Interest	0.10	-	0.12	-	0.11	-	0.10	-	0.10	-	0.09	-
			1.45		1.35			1.24	1.13		1.04			0.96
		Share Allotment	-	-	-	-	-	-	2.94	-	-	-	-	-
Kamla Devi	Director	Interest	-	-	-	-	-	-	-	-	0.46	-	0.44	-
											5.01			4.70
		Share Allotment	-	-	-	-	-	-	3.57	-	-	-	-	-
		Loan repaid to company	-	-	-	-	-	-	-	-	0.11	-	0.18	-
Pooja Arora	Relative of director	Interest	0.02	-	0.02	-	0.02	-	0.02	-	0.01	-	0.01	-
			0.22		0.21			0.19	0.17		0.16			0.14
		Share Allotment	-	-	-	-	-	-	4.14	-	-	-	-	-
Ramesh Arora	Director	Remuneration	13.50	-	18.00	-	11.20	-	9.60	-	9.60	-	9.60	-
											5.04			4.62
		Interest	-	-	-	-	-	-	-	-	0.46	-	0.42	-
		Rent	-	-	0.48	-	0.48	-	-	-	-	-	-	-
		Share Allotment	-	-	-	-	50.00	-	-	-	-	-	-	-
Rishab Arora	Director	Remuneration	-	-	-	-	3.60	-	4.80	-	4.80	-	2.40	-
									1.02		1.72			1.58
		Interest	-	-	-	-	0.09	-	0.09	-	0.16	-	0.17	-
Sachin Arora	Relative of director	Interest	-	-	0.01	-	0.01	-	0.01	-	0.01	-	0.01	-
								0.14		0.13		0.12		0.11
Sachin Seth	Brother in Law of Director	Interest	-	-	-	-	-	-	-	-	-	-	0.00	-
														0.02
		Commission	1.00	-	1.00	-	-	-	-	-	0.16	-	1.00	-
		Loan repaid to company	-	-	-	-	-	-	-	-	0.02	-	-	-
Tarun Mehra	Relative of director	Interest	-	-	0.01	-	0.01	-	0.01	-	0.01	-	0.01	-
								0.13		0.12		0.11		0.10
		Commission	-	-	-	-	-	-	-	-	-	-	0.95	-
Aditya Arora	Director	Advance given/repaid	41.00	-7.42	3.60	33.58	3.47	29.98	26.51	26.51	-	-	-	-
Kwality	Subsidi	Loan and Equity	69.30	323.47	25.27	254.17	228.90	228.90	-	-	-	-	-	-



*Kwalita Pharmaceuticals Limited*

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Pharmaceuticals Africa Lda	ary	Given						-						
		Interest Received	-	-	-	-	-	-	-	-	-	-	-	-
		Loan Recovered	-	-	-	-	-	-	-	-	-	-	-	-

## ANNEXURE IV

### DETAILS OF SIGNIFICANT ACCOUNTING RATIOS AS RESTATED

(In Lakhs, except per share data)

[illegible]



**ANNEXURE XXV**  
**CAPITALISATION STATEMENT AS AT 31st DECEMBER, 2015**

(` In Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	878.54	878.54
Long Term Debt (B)	289.43	289.43
<b>Total debts (C)</b>	<b>1,167.97</b>	<b>1,167.97</b>
<b>Shareholders' funds</b>		
Equity share capital	500.81	518.81
Reserve and surplus - as restated	1,705.68	1,768.68
<b>Total shareholders' funds</b>	<b>2,206.49</b>	<b>2,287.49</b>
<b>Long term debt / shareholders funds</b>	0.13	0.13
<b>Total debt / shareholders funds</b>	0.53	0.51

**ANNEXURE XXVI**  
**STATEMENT OF TAX SHELTERS**

(` In Lakhs)

Particulars	Period ended December 31, 2015	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011
Restated Profit before tax (A)	193.65	141.30	180.19	162.01	101.98	82.34
Tax Rate (%)	33.06%	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at notional rate on profits	64.03	46.72	58.46	52.56	33.09	25.44
<b>Adjustments :</b>						
<b>Permanent Differences(B)</b>						
Donation	0.68	0.66	1.00	-	-	0.06
Penalty & Fine	0.05	-	1.37	-	-	-
Disallowable u/s 43B	-	1.51	-	-	-	-
<b>Total Permanent Differences(B)</b>	<b>0.73</b>	<b>2.17</b>	<b>2.37</b>	<b>-</b>	<b>-</b>	<b>0.06</b>
<b>Income considered separately (C)</b>						
<b>Total Income considered separately (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing Differences (D)</b>						
Difference between tax depreciation and book depreciation	-11.54	31.01	-25.66	-32.91	-14.67	-11.28
<b>Total Timing Differences (D)</b>	<b>-11.54</b>	<b>31.01</b>	<b>-25.66</b>	<b>-32.91</b>	<b>-14.67</b>	<b>-11.28</b>
<b>Net Adjustments E = (B+C+D)</b>	<b>-10.81</b>	<b>33.18</b>	<b>-23.29</b>	<b>-32.91</b>	<b>-14.67</b>	<b>-11.22</b>
<b>Tax expense / (saving) thereon</b>	<b>-3.58</b>	<b>10.97</b>	<b>-7.56</b>	<b>-10.68</b>	<b>-4.76</b>	<b>-3.47</b>
<b>Income chargeable under the head HOUSE PROPERTY(F)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Income chargeable under the head HOUSE PROPERTY (F)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Income chargeable under the head CAPITAL GAINS (F)</b>						





Total Income chargeable under the head CAPITAL GAINS (F)	-	-	-	-	-	-
Income chargeable under the head OTHER SOURCES (G)						
Total Income chargeable under the head OTHER SOURCES (G)	-	-	-	-	-	-
Deduction under Chapter VI-A (H)						
Total Deduction under Chapter VI-A (H)	-	-	-	-	-	-
Total Income	182.84	174.48	156.90	129.10	87.31	71.12
Brought Forward Losses	-	-	-	-	-	-
Taxable Income/(Loss) (A+E+F+G+H)	182.84	174.48	156.90	129.10	87.31	71.12
Taxable Income/(Loss) as per MAT	193.65	141.30	180.19	162.01	101.98	82.34
Income Tax as returned/computed	60.45	53.91	48.48	39.89	26.98	21.98
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal	Normal	Normal

**ANNEXURE XXVII**  
**DETAILS OF CONTINGENT LIABILITIES AS RESTATED**

(C In Lakhs)

Particulars	As at December 31,	As at March 31,				
	2015	2015	2014	2013	2012	2011
In respect of Corporate Guarantee given on behalf of related parties	Nil	Nil	Nil	Nil	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



**Independent Auditor's Report for the Consolidated Restated Financial Statements of Kwality Pharmaceuticals Limited**

**To,  
The Board of Directors,  
Kwality Pharmaceuticals Limited  
Nag Kalan, Majitha Road,  
Amritsar,  
PUNJAB-143601**

Dear Sirs,

1. We have examined the attached Consolidated Restated Summary Statement of Assets and Liabilities of **Kwality Pharmaceuticals Limited**, (hereinafter referred to as "**the Company**") and its subsidiary as at December 31, 2015, March 31, 2015 and 2014, Consolidated Restated Summary Statement of Profit and Loss and Consolidated Restated Summary Statement of Cash Flow for the period / financial year ended on December 31, 2015, March 31, 2015 and 2014, (collectively referred to as the "**Consolidated Restated Summary Statements**" or "**Consolidated Restated Financial Statements**") annexed to this report and initialed by us for identification purposes. These Consolidated Restated Financial 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) on SME Platform of BSE Limited ("**BSE**").
2. These Consolidated Restated Summary Statements have been prepared in accordance with the requirements of:
  - (iii) Part I of Chapter III to the Companies Act, 2013("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (iv) 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;
3. We have examined such Consolidated Restated Financial Statements taking into consideration:
  - (i) 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 Limited("**IPO**" or "**SME IPO**"); and
  - (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").
4. We did not audit the financial statements of the Company's subsidiary for any of the above periods/years. The audit reports of the other auditor for the subsidiary have been furnished to us by management and on which we have relied, and our opinion, in so far as it relates to the amounts included in the financial statements of the subsidiary, is solely based on the report of the auditor. The Consolidated Restated Financial Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company and its subsidiary for the period / year ended on December 31, 2015, March 31, 2015, 2014, which have been approved by the Board of Directors.
5. In accordance with the requirements of the Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (iv) The "**Consolidated Restated Statement of Asset and Liabilities**" as set out in **Annexure I** to this report, of the Company as at December 31, 2015, March 31, 2015, 2014, are prepared by the Company and approved by the Board of Directors. These Statement of Asset and Liabilities, as Consolidated 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 the Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.
  - (v) The "**Consolidated Restated Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company for the period / financial year ended on December 31, 2015, March 31, 2015, 2014, are prepared by



the Company and approved by the Board of Directors. These Statement of Profit and Loss, as Consolidated 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 the Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.

- (vi) The "**Consolidated Restated Statement of Cash Flow**" as set out in **Annexure III** to this report, of the Company for the period / financial year ended on December 31, 2015, March 31, 2015 and 2014 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as Consolidated 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 Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.
6. Based on our examination and audited financial statements, we report that the Consolidated Restated Financial Statements have been made after incorporating:
- e) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
  - f) 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.
  - g) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
  - h) There are no audit qualifications in the Audit Reports issued by the Statutory Auditors for the period / financial year ended on December 31, 2015, March 31, 2015, 2014, which would require adjustments in this Consolidated Restated Financial Statements of the Company.
  - i) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Consolidated Restated Summary Statements as set out in **Annexure IV** to this report.
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 period / financial year ended on December 31, 2015, March 31, 2015, 2014, proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

**Annexure of Consolidated Restated Financial Statements of the Company:-**

- i. Summary Statement of Assets and Liabilities, as Consolidated Restated as ANNEXURE I;
- ii. Summary Statement of Profit and Loss, as Consolidated Restated as ANNEXURE II;
- iii. Summary Statement of Cash Flow, as Consolidated Restated as ANNEXURE III;
- iv. Significant Accounting Policies in ANNEXURE IV;
- v. Details of Details of Share Capital as Consolidated Restated as appearing in ANNEXURE V to this report;
- vi. Details of Reserves and Surplus as Consolidated Restated as appearing in ANNEXURE VI to this report;
- vii. Details of Long Term Borrowings as Consolidated Restated as appearing in ANNEXURE VII to this report;
- viii. Details of Deferred Tax Asset/Liability as Consolidated Restated as appearing in ANNEXURE VIII to this report;
- ix. Details of Long Term Provisions as Consolidated Restated as appearing in ANNEXURE IX to this report;
- x. Details of Short Term Borrowings as Consolidated Restated as appearing in ANNEXURE X to this report;
- xi. Details of Trade Payables as Consolidated Restated as appearing in ANNEXURE XI to this report;
- xii. Details of Other Current Liabilities as Consolidated Restated as appearing in ANNEXURE XII to this report;
- xiii. Details of Short Term Provisions as Consolidated Restated as appearing in ANNEXURE XIII to this report;
- xiv. Details of Fixed Assets as Consolidated Restated as appearing in ANNEXURE XIII to this report;
- xv. Details of Non Current Investments as Consolidated Restated as appearing in ANNEXURE XIV to this report;



- xvi. Details of Current Investments as Consolidated Restated as appearing in ANNEXURE XV to this report;
  - xvii. Details of Inventories as Consolidated Restated as appearing in ANNEXURE XVI to this report;
  - xviii. Details of Trade Receivables as Consolidated Restated as appearing in ANNEXURE XVII to this report;
  - xix. Details of Cash & Cash Equivalents as Consolidated Restated as appearing in ANNEXURE XVIII to this report;
  - xx. Details of Short Term loans and Advances as Consolidated Restated as appearing in ANNEXURE XIX to this report;
  - xxi. Details of Revenue from Operations as Consolidated Restated as appearing in ANNEXURE XXI to this report;
  - xxii. Details of Other Income as Consolidated Restated as appearing in ANNEXURE XXII to this report;
  - xxiii. Details of Related Party Transactions as Consolidated Restated as appearing in ANNEXURE XXIII to this report;
  - xxiv. Summary of Significant Accounting Ratios as Consolidated Restated as appearing in ANNEXURE XXIV to this report;
  - xxv. Capitalisation Statement as at 31st December, 2015 as Consolidated Restated as appearing in ANNEXURE XXV to this report;
  - xxvi. Statement of Tax Shelters as Consolidated Restated as appearing in ANNEXURE XXVI to this report;
  - xxvii. Details of Contingent Liabilities as Consolidated Restated as appearing in ANNEXURE XXVII to this report
8. 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.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. In our opinion, the above financial information contained in Annexure I to XXII of this report read with the respective Significant Accounting Policies and Notes to Consolidated Restated Summary Statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note.
11. 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 Vijay Mehra & Co.**  
**Chartered Accountants**  
**Firm Registration no. 001051N**

**CA Amit Handa**  
**Partner**  
**Membership No. 502400**  
**Amritsar**  
**May 27, 2016**



# ANNEXURE I

## STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

( In Lakhs)

Sr. No.	Particulars	As at December 31,	As at March 31,	
		2015	2015	2014
	<b>EQUITY AND LIABILITIES</b>			
1)	<b><u>Shareholders Funds</u></b>			
	a. Share Capital	500.81	440.81	440.81
	b. Reserves & Surplus	1,705.30	1,427.80	1,336.91
2)	<b>Minority Interest</b>	-33.14	-14.04	-2.54
3)	<b><u>Non Current Liabilities</u></b>			
	a. Long Term Borrowings	254.28	103.78	140.51
	b. Deferred Tax Liabilities	44.67	51.98	60.20
	c. Other Long Term Liabilities	-	-	-
	d. Long Term Provisions	16.13	12.43	9.64
4)	<b><u>Current Liabilities</u></b>			
	a. Short Term Borrowings	879.49	663.04	409.65
	b. Trade Payables	662.23	418.56	730.95
	c. Other Current Liabilities	563.20	577.49	384.47
	d. Short Term Provisions	2.57	2.24	1.53
	<b>TOTAL</b>	<b>4,595.54</b>	<b>3,684.09</b>	<b>3,512.12</b>
	<b>ASSETS</b>			
1)	<b><u>Non Current Assets</u></b>			
	a. Fixed Assets		-	-
	i. Tangible Assets	2,174.19	2,268.55	2,137.43
	Less: Accumulated Depreciation	987.54	1,037.15	873.42
	<b>Net Block</b>	<b>1,186.65</b>	<b>1,231.40</b>	<b>1,264.01</b>
	b. Deferred Tax Assets (Net)	-	-	-
	c. Non-current Investments	2.88	13.99	13.99
2)	<b><u>Current Assets</u></b>			
	a. Current Investment	220.71	90.14	50.40
	b. Inventories	686.85	645.85	734.59
	c. Trade Receivables	1,736.98	905.02	675.38
	d. Cash and Cash Equivalents	59.77	103.25	90.18
	e. Short Term Loans & Advances	701.70	694.44	683.57
	<b>TOTAL</b>	<b>4,595.54</b>	<b>3,684.09</b>	<b>3,512.12</b>



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

(` In Lakhs)

Sr. No.	Particulars	For the period ended December 31,	For the year ended March 31,	
		2015	2015	2014
<b>A</b>	<b>INCOME</b>			
	Revenue from Operations	5,344.22	5,237.94	5,959.52
	Other Income	31.03	41.85	14.15
	<b>Total Income (A)</b>	<b>5,375.25</b>	<b>5,279.79</b>	<b>5,973.66</b>
<b>B</b>	<b>EXPENDITURE</b>			
	Cost of Material Consumed	4,064.74	3,847.88	4,617.35
	Purchase of Stock in Trade	5.17	-	-
	Changes in inventories of finished goods, traded goods and work-in-progress	-	-	-
	Employee benefit expenses	189.04	208.72	179.16
	Finance costs	88.42	104.19	72.48
	Depreciation and amortisation expense	129.21	172.89	119.64
	Other Expenses	744.01	828.26	810.46
	<b>Total Expenses (B)</b>	<b>5,220.59</b>	<b>5,161.94</b>	<b>5,799.10</b>
<b>C</b>	<b>Profit before extraordinary items and tax</b>	<b>154.66</b>	<b>117.84</b>	<b>174.57</b>
	Extraordinary items	-	-	-
<b>D</b>	<b>Profit before tax</b>	<b>154.66</b>	<b>117.84</b>	<b>174.57</b>
	<i>Tax expense :</i>			
	(i) Current tax	47.56	46.67	46.74
	(ii) Deferred tax	-7.31	-8.22	34.38
<b>E</b>	<b>Total Tax Expense</b>	<b>40.25</b>	<b>38.45</b>	<b>81.12</b>
<b>F</b>	<b>Profit for the year (D-E)</b>	<b>114.41</b>	<b>79.40</b>	<b>93.44</b>



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

(` In Lakhs)

Particulars	As at December 31, 2015	As at March 31, 2015	As at March 31, 2014
<b>Cash flow from operating activities:</b>			
Net Profit before tax as per Profit And Loss A/c	154.66	117.84	174.57
<b>Adjusted for:</b>	-	-	-
Depreciation & Amortisation	129.21	172.89	119.64
(Profit)/loss on sale of Assets	-	-4.16	-
Interest & Finance Cost	88.42	104.19	72.48
Interest Income	9.22	10.64	6.29
<b>Operating Profit Before Working Capital Changes</b>	<b>381.51</b>	<b>401.41</b>	<b>372.98</b>
Adjusted for (Increase)/ Decrease:	-	-	-
Inventories	-41.00	88.74	-286.01
Trade Receivables	-831.95	-229.64	30.22
Short Term Loans & Advances	4.49	-4.15	-211.71
Trade Payables	243.67	-312.39	309.01
Other Current Liabilities	-14.30	193.03	-245.89
Short Term & Long Term Provisions	4.03	3.50	3.30
<b>Cash Generated From Operations</b>	<b>-253.56</b>	<b>140.50</b>	<b>-28.10</b>
Direct Tax Paid	-28.32	-53.37	-42.04
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>-281.88</b>	<b>87.12</b>	<b>-70.14</b>
	-	-	-
<b>Cash Flow From Investing Activities:</b>	-	-	-
Purchase of Fixed Assets	-120.80	-144.44	-331.40
Sale of Fixed Assets	5.37	8.30	-
Interest Income	-9.22	-10.64	-6.29
(Purchase)/Sale of Investments	-119.47	-39.74	-0.00
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>-244.12</b>	<b>-186.52</b>	<b>-337.70</b>
	-	-	-
<b>Cash Flow from Financing Activities:</b>	-	-	-
Proceeds From Share Capital & Share Premium	204.00	-	415.89
Proceeds / (Repayment) from Long Term Borrowing (Net)	150.50	-36.73	-1.35
Proceeds / (Repayment) from Short-term borrowings	216.44	253.39	-37.11
Interest & Finance Cost	-88.42	-104.19	-72.48
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>482.52</b>	<b>112.47</b>	<b>304.94</b>
	-	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-43.48	13.07	-102.89
Cash & Cash Equivalents As At Beginning of the Year	103.25	90.18	193.07
Cash & Cash Equivalents As At End of the Year	<b>59.77</b>	<b>103.25</b>	<b>90.18</b>

**ANNEXURE – IV****RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO CONSOLIDATED ACCOUNTS:****A. PRINCIPLES OF CONSOLIDATION**

The Restated Consolidated Financial Statements relates to Kwality Pharmaceuticals Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

1. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.
2. In case of foreign subsidiaries, being integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year except for the fixed assets which are consolidated at the historical rate. Any exchange difference arising on consolidation is recognized in Consolidated Statement of Profit & Loss.
3. Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:
  - a. The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
  - b. The minority share of movements in equity since the date the parent subsidiary relationship came into existence.
4. Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit after Tax of the Group.

The list of subsidiary companies, joint ventures and associates which are included in the consolidation and the Group's holdings therein are as under:

S. No.	Name of Subsidiary	Ownership in % either directly or through Subsidiaries@			Country of Incorporation
		For the period ended 31 <sup>st</sup> December, 2015	2014-15	2013-14	
1.	Kwality Pharmaceuticals Africa Limitada	51%	51%	51%*	Africa

\*The subsidiary company was incorporated in the year 2013-14 and the Holding-Subsidiary is there from incorporation.

**B. SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of preparation of Financial Statements:**

The restated summary statement of assets and liabilities of the Company as at December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 and the related restated summary statement of profits and loss and cash flows for the period / years ended December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 (herein collectively referred to as ('Restated Summary Statements')) have been compiled by the management from the audited financial statements of the Company for the period /years ended on December 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011, approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.





**2. Use of Estimates:**

The preparation of restated financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**3. Current and non-current classification:**

All the Assets and Liabilities have been classified as current and non-current based on the normal operating cycle of the Company and other criteria laid down in Schedule III of the Companies Act, 2013. Based on the nature of products / services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**4. Revenue Recognition:**

Sale of traded goods/material is recognized as revenue when significant risk and rewards of ownership relating to the goods are transferred to the buyer.

**5. Fixed Assets and Depreciation:**

Fixed assets are carried at cost of acquisition or construction, less accumulated depreciation and adjusted for revaluation/impairment loss, if any. All Cost including any cost attributable in bringing the assets to their working condition for their intended use is capitalized. Expenditure on additions, improvement and renewable is capitalized.

Depreciation on fixed assets is calculated on written down value basis using the rates arrived at based on the useful life of the assets prescribed under Schedule II of the Companies Act, 2013 for the period / year ended on December 31, 2015 and March 31, 2015. For the year ended on March 31, 2014, 2013, 2012 and 2011 depreciation has been charged on written down value basis using the rates prescribed under Schedule XIV of the Companies Act, 1956.

**6. Impairment of Assets:**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**7. Valuation of Investments:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current Investments are carried at the lower of cost or quoted / fair value computed scrip wise, Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

**8. Employee Benefits:**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss in the year in which actual payment is made to the employee.

**9. Provision for Current Tax and Deferred Tax:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from the timing differences between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in the future.

**10. Contingent Liabilities / Provisions:**

Contingent liabilities are not provided in the accounts and are disclosed separately in notes on accounts. Provision is made in the accounts in respect of contingent liabilities which is likely to materialize into liabilities after the year end, till the finalization of accounts and which have material effect on the position stated in the Balance Sheet.

**11. Earning Per Share:**

Basic earning per share is computed by dividing the net profit for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

**12. Revaluation of Assets**

The company assesses at each balance sheet date whether there is any indication due to external factors that an asset or group of assets comprising a cash generating unit (CGU) may be revalued. If any such indication exists, then the revaluation of the value of assets is done by certified valuer. If such recoverable amount of the asset or the recoverable amount of the CGU, to which the asset belongs is more than the carrying amount of the asset or the CGU as the case may be, the carrying amount is increased to its recoverable amount and the addition is treated as addition in the value of asset and is recognized in the Revaluation reserve under Reserves and Surplus. If at any subsequent balance sheet date, there is an indication that a previously assessed revaluation no longer exists, the recoverable amount is re assessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

**13. Foreign Currency Transactions:**

Foreign Currency Transactions are recorded at the exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currencies at the year end are adjusted at the year end exchange rates. Any gain or loss arising on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss except in case of Long Term Liabilities.

***Presentation and disclosure of financial statements***

During the year ended 31 March 2012, the Revised Schedule VI notified under the Act, had become applicable to the Company, for preparation and presentation of its financial statements. Accordingly, the Company has prepared the financial statements for the year ended 31 March 2012 onwards in accordance with Revised Schedule VI of the Act. The adoption of Revised Schedule VI of the Act does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the figures for the years ended 31 March 2011 in accordance with the requirements of Revised Schedule VI of the Act, to the extent possible.

**RECONCILIATION OF CONSOLIDATED RESTATED PROFITS**

Adjustments for	Period ending December 31, 2015	2014-15	2013-14
<b>Net profit/(Loss) after Tax as per Audited Profit &amp; Loss Account</b>	<b>38.30</b>	<b>115.43</b>	<b>133.79</b>
<b><u>Adjustments for:</u></b>			
Provision for Gratuity	(4.03)	(3.50)	(3.30)



Provision for Tax	25.76	12.00	4.00
Minority Interest	-	-	(0.19)
Interest on Loan to Subsidiary	(4.11)	-	(4.11)
Depreciation	(17.98)	(42.42)	-
Deferred Revenue Expenditure	-	0.20	(0.80)
Deferred Tax	7.31	4.16	(38.78)
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>114.41</b>	<b>79.40</b>	<b>93.44</b>

#### **Notes to Reconciliation of Consolidated Restated Profits**

- 1. Provision for Gratuity** – The Company was earlier not providing for gratuity liability. The restatement was done to give effect for the same.
- 2. Provision for Tax** - The profit before tax has changed due to restatement of several expenses like depreciation, gratuity etc. Correspondingly the provision for Current Tax has been restated.
- 3. Minority Interest** – The restatement was done to remove the effect of capital of minority shareholders in Profit and Loss.
- 4. Interest on Loan to sub sy** – The loan was capitalized earlier and then recognized in P&L in further years. The restatement was done to recognize the same in P&L of the year to which it belongs.
- 5. Change in Depreciation** – The Company had provided depreciation on Fixed Assets as per rates specified in Schedule XVI of Companies Act, 1956 which has now been reworked as per Schedule II to the Companies Act, 2013 and provided.
- 6. Deferred Revenue Expenditure** – The Company was deferring recognition of an expense which has been restated and written off in the year of incurrence as per requirements of AS-26.
- 7. Deferred Tax** – Deferred Tax liability arising out of change in WDV of assets has also been changed due to change in depreciation. As a result the deferred tax asset / liability has been restated.

#### **Material regroupings**

W.e.f, April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2011, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements.

There is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI. The Company has reclassified the figures for the previous financial year ended March 31, 2011 in accordance with the requirements of Schedule III. Appropriate adjustments have been made in the Standalone restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).



**ANNEXURE V  
DETAILS OF SHARE CAPITAL AS RESTATED**

(` In Lakhs)

Particulars	As at December 31	As at March 31,	
	2015	2015	2014
<b>EQUITY SHARE CAPITAL :</b>			
<b>AUTHORISED:</b>			
Equity Shares of ` 10 Each	800.00	600.00	600.00
<b>ISSUED CAPITAL</b>			
Equity Shares of ` 10 Each	500.81	500.81	500.81
	-	-	-
<b>SUBSCRIBED AND FULLY PAID UP</b>			
Equity Shares of ` 10 Each	500.81	380.81	380.81
	-	-	-
<b>SUBSCRIBED BUT NOT FULLY PAID UP</b>			
Equity Shares of ` 10 Each, 5 Paid up	-	60.00	60.00
<b>TOTAL</b>	<b>500.81</b>	<b>440.81</b>	<b>440.81</b>
<b>RECONCILIATION OF NUMBER OF SHARES OUTSTANDING AT THE END OF THE YEAR:</b>			
Equity Shares at the beginning of the year	5,008,099	5,008,099	3,532,169
Add: Shares issued during the year	-	-	1,475,930
Less: Shares Forfeited during the year	-	-	-
<b>Equity Shares at the end of the year</b>	<b>5,008,099</b>	<b>5,008,099</b>	<b>5,008,099</b>

**DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES OF THE  
COMPANY:**

Name of Shareholders	As at December 31,2015		As at March 31,2015		As at March 31,2014	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
<b>Ramesh Arora</b>	1,483,008	29.61%	1,483,008	29.61%	1,483,008	29.61%
<b>Ajay Arora</b>	697,814	13.93%	697,814	13.93%	697,814	13.93%



**ANNEXURE – VI**  
**DETAILS OF RESERVES AND SURPLUS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
<b>Profit and Loss</b>			
As per last financial statements	699.81	608.93	512.73
Add/(Less): Net Profit after Tax for the year	114.41	79.40	93.44
Add/(Less): Minority Interest	19.10	11.49	2.75
<b>Closing Balance</b>	<b>833.32</b>	<b>699.82</b>	<b>608.93</b>
<b>Investment allowance Reserve</b>			
Opening Balance	0.21	0.21	0.21
Add: Transferred during the year			
<b>Closing Balance</b>	<b>0.21</b>	<b>0.21</b>	<b>0.21</b>
<b>Land and Building Revaluation Reserve</b>			
Opening Balance	80.00	80.00	-
Add: Transferred during the year	-	-	80.00
<b>Closing Balance</b>	<b>80.00</b>	<b>80.00</b>	<b>80.00</b>
<b>Capital Reserve</b>			
Opening Balance	8.00	8.00	8.00
Add: Shares Issued during the year			
<b>Closing Balance</b>	<b>8.00</b>	<b>8.00</b>	<b>8.00</b>
<b>Share Premium</b>			
Opening Balance	639.77	639.77	311.47
Add: Shares Issued during the year	144.00	-	328.30
<b>Closing Balance</b>	<b>783.77</b>	<b>639.77</b>	<b>639.77</b>
<b>TOTAL</b>	<b>1,705.30</b>	<b>1,427.80</b>	<b>1,336.91</b>

**ANNEXURE – VII**  
**DETAILS OF LONG TERM BORROWINGS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
<b><u>Secured Loans</u></b>			
<b><u>-Term Loans</u></b>			
-From Banks	206.58	15.87	4.96
-From Others	25.73	37.68	48.86
<b><u>Unsecured Loans</u></b>			
Loan from Others	21.97	50.23	86.69
<b>TOTAL</b>	<b>254.28</b>	<b>103.78</b>	<b>140.51</b>
<b>NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS:</b>			
<b>Nature of Security</b>	<b>Terms of Repayment</b>		
Bus	The loan is repayable in 35 installments of ` 13561 each starting from August 2010		



Bus	The loan is repayable in 35 installments of ` 18642 each starting from Jan 2010
Innova Car	The loan is repayable in 60 installments of ` 20260 each starting from April 2011
BMW Car	The loan is repayable in 48 installments of ` 73700 each starting from June 2013
Chevrolet Cruze Car	The loan is repayable in 60 installments of ` 22270 each starting from July 2010
Truck	The loan is repayable in 60 installments of ` 18575 each starting from June 2013
Truck	The loan is repayable in 60 installments of ` 26080 each starting from June 2013
Swift Car	The loan is repayable in 36 installments of ` 17830 each starting from June 2014
Machinery	The loan is repayable in 24 installments of ` 51484 each starting from August 2015
Fortuner Car	The loan is repayable in 60 installments of ` 40792 each starting from June 2011
Chevrolet Cruze Car	The loan is repayable in 60 installments of ` 28992 each starting from December 2015
Machinery	The loan is repayable in 60 installments of ` 232880 each starting from November 2015

#### ANNEXURE – VIII

##### DETAILS OF DEFERRED TAX ASSET/(LIABILITY) AS RESTATED

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
<b>DEFERRED TAX LIABILITY</b>			
Related to Fixed Assets	-44.67	-51.98	-60.20
	-	-	-
<b>Deferred Tax Asset/(Liability) (net) after adjustments</b>	<b>-44.67</b>	<b>-51.98</b>	<b>-60.20</b>

#### ANNEXURE – IX

##### DETAILS OF LONG TERM PROVISIONS AS RESTATED

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Provision for Gratuity	16.13	12.43	9.64
<b>TOTAL</b>	<b>16.13</b>	<b>12.43</b>	<b>9.64</b>

#### ANNEXURE –X

##### DETAILS OF SHORT TERM BORROWING AS RESTATED

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
<b>Secured</b>			
Cash Credit	218.24	388.41	157.49
Packing Credit	660.25	274.63	252.16
<b>TOTAL</b>	<b>879.49</b>	<b>663.04</b>	<b>409.65</b>



**ANNEXURE – XI**  
**DETAILS OF TRADE PAYABLES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Micro, Small and Medium Enterprises	-	-	-
Others	662.23	418.56	730.95
<b>TOTAL</b>	<b>662.23</b>	<b>418.56</b>	<b>730.95</b>

**ANNEXURE – XII**  
**DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Current Maturities of Long Term Debts	37.60	18.83	21.09
Advances from customers	494.92	519.34	323.85
Expenses Payable	23.73	32.56	34.57
Remuneration Payable to Director	2.45	2.26	0.46
Security Deposits Received	4.50	4.50	4.50
<b>TOTAL</b>	<b>563.20</b>	<b>577.49</b>	<b>384.47</b>

**ANNEXURE – XIII**  
**DETAILS OF SHORT TERM PROVISIONS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Provision for Gratuity	2.57	2.24	1.53
<b>TOTAL</b>	<b>2.57</b>	<b>2.24</b>	<b>1.53</b>



**ANNEXURE XIV  
DETAILS OF FIXED ASSETS AS RESTATED**

(` In Lakhs)

Fixed Assets	Gross block					Depreciation				Net block	
	As at 01.04.2013	Additions	Revaluat ion	Deductio ns	As at 31.03.2014	Upto 01.04.2013	For the year	Deductio ns / adjustm ents	Upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
<b><u>Tangible Assets</u></b>											
Land	29.63	5.60		-	35.23	-	-	-	-	35.23	29.63
Property	-	137.23		-	137.23	-	-	-	-	137.23	-
Buildings	618.94	6.13		-	705.07	226.73	22.13	-	248.86	456.21	392.21
Plant and Equipment	860.51	107.46		-	967.98	387.68	61.13	-	448.82	519.16	472.83
Furniture and Fixtures	26.09	0.89		-	26.98	15.64	1.93	-	17.56	9.42	10.45
Vehicles	140.72	63.73		-	204.45	87.44	28.02	-	115.46	88.99	53.28
Office equipment	10.37	0.46		-	10.83	6.79	0.56	-	7.35	3.48	3.57
Lift	5.17	-		-	5.17	3.81	0.21	-	4.02	1.15	1.36
Cycle	0.02	-		-	0.02	0.01	-	-	0.02	-	0.01
Computer Equipment	34.58	9.89		-	44.47	25.66	5.67	-	31.33	13.14	8.92
<b>Grand Total</b>	<b>1,726.03</b>	<b>331.39</b>		-	<b>2,137.43</b>	<b>753.76</b>	<b>119.65</b>	-	<b>873.42</b>	<b>1,264.01</b>	<b>972.26</b>





Fixed Assets	Gross block					Depreciation				Net block	
	As at 01.04.2014	Additions	Revaluat ion	Deductio ns	As at 31.03.2015	Upto 01.04.2014	For the year	Deductio ns / adjustm ents	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>Tangible Assets</b>											
Land	32.23	-	-	-	32.23	-	-	-	-	32.23	32.23
Property	140.23	0.25	-	-	140.48	-	-	-	-	140.48	140.23
Buildings	705.07	7.07	-	-	712.14	248.86	41.46	-	290.32	421.82	456.21
Plant and Equipment	910.19	64.47	-	-	974.66	409.58	75.88	-	485.46	489.21	500.61
Generator Set	15.96	-	-	-	15.96	12.12	0.65	-	12.77	3.19	3.84
Laboratory Equipment	41.69	26.22	-	-	67.91	27.07	5.74	-	32.81	35.09	14.62
Mobile	0.05	0.42	-	-	0.47	0.02	0.05	-	0.07	0.40	0.03
Television	0.07	-	-	-	0.07	0.02	0.05	-	0.07	-	0.05
Blower	0.02	-	-	-	0.02	0.01	-	-	0.01	0.01	0.01
Furniture and Fixtures	16.71	3.01	-	-	19.72	10.18	2.53	-	12.72	7.00	6.53
Electrical Fittings	10.27	0.12	-	-	10.39	7.38	0.97	-	8.35	2.04	2.89
Vehicles	204.45	33.43	-	13.31	224.56	115.46	34.29	9.17	140.57	83.99	88.99
Office equipment	10.83	-	-	-	10.83	7.35	1.06	-	8.42	2.41	3.48
Lift	5.17	-	-	-	5.17	4.02	0.59	-	4.61	0.56	1.15
Motor Cycle	-	0.52	-	-	0.52	-	0.08	-	0.08	0.44	-
Cycle	0.02	-	-	-	0.02	0.02	-	-	0.02	-	-
Computer Equipment	44.47	8.93	-	-	53.40	31.33	9.54	-	40.87	12.54	13.14
<b>Grand Total</b>	<b>2,137.43</b>	<b>144.44</b>		<b>13.31</b>	<b>2,268.55</b>	<b>873.42</b>	<b>172.89</b>	<b>9.17</b>	<b>1,037.15</b>	<b>1,231.41</b>	<b>1,264.01</b>



Fixed Assets	Gross block					Depreciation				Net block	
	As at 01.04. 2015	Additions	Revaluat ion	Deductio ns	As at 31.12. 2015	Upto 01.04. 2015	For the year	Deductio ns / adjustm ents	Upto 31.12.2015	As at 31.12. 2015	As at 31.03. 2015
<b>Tangible Assets</b>											
Land	32.23	-	-	-	32.23	-	-	-	-	32.23	32.23
Property	140.48	-	-	-	140.48	-	-	-	-	140.48	140.48
Buildings	712.14	2.87	-	-	715.02	290.32	27.89	-	318.21	396.80	421.82
Plant and Equipment	974.66	78.92	-	215.16	838.42	485.46	61.20	178.78	367.88	470.54	489.21
Generator Set	15.96	-	-	-	15.96	12.77	0.41	-	13.18	2.78	3.19
Laboratory Equipment	67.91	10.70	-	-	78.60	32.81	4.48	-	37.29	41.31	35.09
Mobile	0.47	0.37	-	-	0.84	0.07	0.04	-	0.10	0.74	0.40
Television	0.07	-	-	-	0.07	0.07	-	-	0.07	-	-
Blower	0.02	-	-	-	0.02	0.01	-	-	0.01	0.01	0.01
Furniture and Fixtures	19.72	-	-	-	19.72	12.72	1.48	-	14.20	5.52	7.00
Electrical Fittings	10.39	-	-	-	10.39	8.35	0.50	-	8.84	1.54	2.04
Vehicles	224.56	19.02	-	-	243.59	140.57	23.00	-	163.57	80.02	83.99
Office equipment	10.83	-	-	-	10.83	8.42	1.96	-	10.37	0.46	2.41
Lift	5.17	-	-	-	5.17	4.61	0.22	-	4.83	0.34	0.56
Motor Cycle	0.52	0.06	-	-	0.58	0.08	0.11	-	0.18	0.40	0.44
Cycle	0.02	-	-	-	0.02	0.02	-	-	0.02	-	-
Computer Equipment	53.40	8.85	-	-	62.25	40.87	7.93	-	48.79	13.46	12.54
<b>Grand Total</b>	<b>2,268.55</b>	<b>120.79</b>		<b>215.16</b>	<b>2,174.19</b>	<b>1,037.15</b>	<b>129.22</b>	<b>178.78</b>	<b>987.54</b>	<b>1,186.63</b>	<b>1,231.41</b>



**ANNEXURE –XV  
DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
<b>Unquoted</b>			
Shares of R.B.woollen Mills (10 shares of 100 each)	0.01	0.01	0.01
Security	-	3.90	3.90
CDR A/c	-	7.20	7.20
Gold Coins	2.88	2.88	2.88
<b>TOTAL</b>	<b>2.88</b>	<b>13.99</b>	<b>13.99</b>
Aggregate Cost of Quoted Investments	-	-	-
Aggregate Cost of Unquoted Investments	2.88	13.99	13.99
Aggregate Market Value of Quoted Investments	-	-	-

**ANNEXURE – XVI  
DETAILS OF CURRENT INVESTMENTS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
FDR Margin Money	220.71	90.14	50.40
<b>TOTAL</b>	<b>220.71</b>	<b>90.14</b>	<b>50.40</b>

**ANNEXURE -XVII  
DETAILS OF INVENTORIES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Raw materials	238.55	368.69	379.75
Finished goods	369.68	149.53	237.82
Packing Material	78.62	127.63	117.02
<b>TOTAL</b>	<b>686.85</b>	<b>645.85</b>	<b>734.59</b>

**ANNEXURE XVII  
DETAILS OF TRADE RECEIVABLES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
<b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b>	-	-	-
-From Related Party	-	-	-
-From Others	226.61	212.47	115.62
	-	-	-
<b>Other Trade receivables</b>	-	-	-
-From Related Party	-	-	-
-From Others	1,510.37	692.55	559.76
<b>TOTAL</b>	<b>1,736.98</b>	<b>905.02</b>	<b>675.38</b>



**ANNEXURE -XIX**  
**DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Cash In Hand	12.96	8.54	6.39
Balance with Bank	46.81	94.71	83.79
<b>TOTAL</b>	<b>59.77</b>	<b>103.25</b>	<b>90.18</b>

**ANNEXURE – XX**  
**DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Security deposits	84.65	42.76	42.18
Prepaid expenses	1.16	6.72	6.57
Balances with government authorities	335.04	430.89	490.13
Trade Advances	246.45	185.23	130.06
Foreign Exchange Variation	33.96	28.84	14.63
Others receivable in cash or in kind	0.44	-	-
<b>TOTAL</b>	<b>701.70</b>	<b>694.44</b>	<b>683.57</b>

**ANNEXURE -XXI**  
**DETAILS OF REVENUE FROM OPERATIONS AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
Sales of Manufactured Goods	5,338.50	5,237.94	5,959.52
Sales of Traded Goods	5.71	-	-
Sales of Services	-	-	-
Turnover in respect of products not normally dealt with	-	-	-
<b>TOTAL</b>	<b>5,344.21</b>	<b>5,237.94</b>	<b>5,959.52</b>



**ANNEXURE XXII**  
**DETAILS OF OTHER INCOME AS RESTATED**

(` In Lakhs)

Particulars	For the period Ended December 31, 2015	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014	Nature
Other income	31.03	41.85	14.15	
Net Profit Before Tax as Restated	154.66	117.84	174.57	
<b>Percentage</b>	<b>20.06%</b>	<b>35.51%</b>	<b>8.10%</b>	
<b>Source of Income</b>				
Interest on FDR	8.62	6.52	5.69	Recurring and not related to business activity.
Incentive & Duty Drawback	16.71	20.87	5.80	Recurring and related to Business activity
Miscellaneous Income	-	-	1.61	Non Recurring and not related to business activity.
Profit on Cruze car	-	4.16	-	Non Recurring and not related to business activity
Interest on Electricity	0.60	0.53	0.60	Non Recurring and not related to business activity
Interest received on advances	-	3.60	-	Non Recurring and not related to business activity
Entry tax Reimbursement	0.98	-	-	Non Recurring and not related to business activity
Export Document Charges	2.20	-	-	Non recurring and related to business activity
Rebate & Discount	1.23	6.17	0.44	Recurring and not related to business activity.
Sales promotion	0.69	-	-	Non recurring and not related to business activity
<b>Total Other income</b>	<b>31.03</b>	<b>41.85</b>	<b>14.15</b>	



**ANNEXURE XXIII**  
**DETAILS OF RELATED PARTY TRANSACTIONS AS RESTATED**

( In Lakhs)

Name	Relationship	Nature of Transaction	Amount of	Amount	Amount of	Amount	Amount of	Amount
			Transaction	Outstanding	Transaction	Outstanding	Transaction	Outstanding
			upto	as on 31.12.2015	in 2014-15	as on 31.03.15	in 2013-14	as on 31.03.14
			31.12.2015	(Payable)/		(Payable)/		(Payable)/
				Receivable		Receivable		Receivable
Ajay Arora	Director	Remuneration	13.50	-	18.00	-	11.20	-
		Loan repaid to company	-	-	-	-	2.58	-
		Interest	-	-	-	-	0.24	-
		Rent	-	-	0.48	-	0.48	-
		Share Allotment	-	-	-	-	52.58	-
Anju Arora	Director	Remuneration	3.60	-	4.80	-	3.00	-
		Loan repaid to company	-	-	-	-	11.03	-
		Interest	-	-	-	-	1.02	-
		Share Allotment	-	-	-	-	11.03	-
Anu Mehra	Sister in law of Director	Interest	0.02	- 0.32	0.03	- 0.29	0.02	- 0.27
		Share Allotment	-	-	-	-	-	-
Arti Seth	Sister in law of Director	Interest	0.02	- 0.35	0.03	- 0.33	0.03	- 0.30
Geeta Arora	Director	Remuneration	3.60	-	4.80	-	3.00	-
		Share Allotment	-	-	-	-	2.29	-
		Loan repaid to company	-	-	-	-	2.29	-
		Interest	-	-	-	-	0.21	-



Jugal Kishore HUF	Relative of director	Interest	0.10	- 1.45	0.12	- 1.35	0.11	- 1.24
		Share Allotment	-	-	-	-	-	-
Pooja Arora	Relative of director	Interest	0.02	- 0.22	0.02	- 0.21	0.02	- 0.19
		Share Allotment	-	-	-	-	-	-
Ramesh Arora	Director	Remuneration	13.50	-	18.00	-	11.20	-
		Interest	-	-	-	-	-	-
		Rent	-	-	0.48	-	0.48	-
		Share Allotment	-	-	-	-	50.00	-
Rishab Arora	Director	Remuneration	-	-	-	-	3.60	-
		Interest	-	-	-	-	0.09	-
Sachin Arora	Relative of director	Interest	-	-	0.01	-	0.01	- 0.14
Sachin Seth	Brother in Law of Director	Interest	-	-	-	-	-	-
		Commission	1.00	-	1.00	-	-	-
		Loan repaid to company	-	-	-	-	-	-
Tarun Mehra	Relative of director	Interest	-	-	0.01	-	0.01	- 0.13
		Commission	-	-	-	-	-	-
Aditya Arora	Director	Advance given/ repaid	41.00	-7.42	3.60	33.58	3.47	29.98



**ANNEXURE XXIV**  
**DETAILS OF SIGNIFICANT ACCOUNTING RATIOS AS RESTATED**

(` In Lakhs)

Ratios	Period Ended December, 31st 2015	Year ended March, 31st 2015	Year ended March, 31st 2014
Restated PAT as per P& L Account	114.41	79.40	93.44
Weighted Average Number of Equity Shares at the end of the Year/Period	5,008,099	5,008,099	3,654,569
No. of Shares outstanding at the Year/Period end	5,008,099	5,008,099	5,008,099
Net Worth	2,206.11	1,868.61	1,777.72
<b>Earnings Per Share</b>			
Basic & Diluted	2.28	1.59	2.56
<b>Return on Net Worth (%)</b>	5.19%	4.25%	5.26%
<b>Net Asset Value Per Share (Rs)</b>	44.05	37.31	35.50
Nominal Value per Equity share (`)	10.00	10.00	10.00
<b><u>Basic/ Diluted Earning Per Share</u></b>			
1. Ratios have been calculated as below			
Basic and Diluted Earnings Per Share (EPS) (`)	Restated Profit after Tax available to equity Shareholders Weighted Average Number of Equity Shares at the end of the year / period		
Return on Net Worth (%)	Restated Profit after Tax available to equity Shareholders Restated Net Worth of Equity Shareholders		
Net Asset Value per equity share (`)	Restated Net Worth of Equity Shareholders Number of Equity Shares outstanding at the end of the year / period		
2. The figures for the period ended December 31, 2015 are not annualised.			

**ANNEXURE XXV**  
**CAPITALISATION STATEMENT AS AT 31st DECEMBER, 2015**

(` In Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	878.54	878.54
Long Term Debt (B)	289.43	289.43
<b>Total debts (C)</b>	<b>1,167.97</b>	<b>1,167.97</b>
<b>Shareholders' funds</b>		
Equity share capital	500.81	518.81
Reserve and surplus - as restated	1,705.30	1,768.30
<b>Total shareholders' funds</b>	<b>2,206.11</b>	<b>2,287.11</b>
<b>Long term debt / shareholders funds</b>	0.13	0.13
<b>Total debt / shareholders funds</b>	0.53	0.51





**ANNEXURE XXVI  
STATEMENT OF TAX SHELTERS**

(` In Lakhs)

Particulars	Period ended December 31, 2015	Year ended March 31, 2015	Year ended March 31, 2014
Restated Profit before tax (A)	154.66	117.84	174.57
Tax Rate (%)	33.06%	30.90%	30.90%
Tax at notional rate on profits	51.14	38.96	56.64
<b>Adjustments :</b>			
<b>Permanent Differences(B)</b>			
Donation	0.68	0.66	1.00
Penalty & Fine	0.05	-	1.37
Disallowable u/s 43B	-	1.51	-
<b>Total Permanent Differences(B)</b>	<b>0.73</b>	<b>2.17</b>	<b>2.37</b>
<b>Income considered separately (C)</b>			
<b>Total Income considered separately (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing Differences (D)</b>			
Difference between tax depreciation and book depreciation	-11.54	31.01	-25.66
<b>Total Timing Differences (D)</b>	<b>-11.54</b>	<b>31.01</b>	<b>-25.66</b>
<b>Net Adjustments E = (B+C+D)</b>	<b>-10.81</b>	<b>33.18</b>	<b>-23.29</b>
<b>Tax expense / (saving) thereon</b>	<b>-3.58</b>	<b>10.97</b>	<b>-7.56</b>
<b>Income chargeable under the head HOUSE PROPERTY(F)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Income chargeable under the head HOUSE PROPERTY (F)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Income chargeable under the head CAPITAL GAINS (F)</b>			
<b>Total Income chargeable under the head CAPITAL GAINS (F)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Income chargeable under the head OTHER SOURCES (G)</b>			
<b>Total Income chargeable under the head OTHER SOURCES (G)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deduction under Chapter VI-A (H)</b>			
<b>Total Deduction under Chapter VI-A (H)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Income</b>	<b>143.85</b>	<b>151.02</b>	<b>151.28</b>
<b>Brought Forward Losses</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Taxable Income/(Loss) (A+E+F+G+H)</b>	<b>143.85</b>	<b>151.02</b>	<b>151.28</b>
<b>Taxable Income/(Loss) as per MAT</b>	<b>154.66</b>	<b>117.84</b>	<b>174.57</b>
<b>Income Tax as returned/computed</b>	<b>47.56</b>	<b>46.67</b>	<b>46.74</b>
<b>Tax paid as per normal or MAT</b>	<b>Normal</b>	<b>Normal</b>	<b>Normal</b>

**ANNEXURE XXVII**

**DETAILS OF CONTINGENT LIABILITIES AS RESTATED**

(` In Lakhs)

Particulars	As at December 31,	As at March 31,	
	2015	2015	2014
In respect of Corporate Guarantee given on behalf of related parties	Nil	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



### STATEMENT OF FINANCIAL INDEBTEDNESS

Brief details on the financial indebtedness of **Kwality Pharmaceuticals Limited** “the Company” as on December 31, 2015 is as under:

#### Secured Loan

(Amount in Lacs)

Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Security offered/ Collateral Securities offered	Re-payment	Outstanding amount as on 31.12.2015 as per Books
State Bank of India	Car Loan	19.00	9.75%	Fortuner Car	The loan is payable in 60 instalments of ` 40,792 each starting from 21.11.2014	14.39
HDFC Bank Ltd	Car Loan	4.00	11.50%	Sumo Car	The loan is payable in 48 instalments of ` 10,535 each starting from January 2013	1.28
HDFC Bank Ltd	Car Loan	13.75	9.75%	Cruze Car	The loan is payable in 60 instalments of ` 28,992 each starting December 2015	13.57
HDFC Bank Term Loan 51484	Machinery Purpose	11.02	10.65%	Plant and Machinery	Monthly instalment of ` 51,484	8.92
HDFC Bank Term Loan 176039	Machinery Purpose	106.81	10.65%	Plant and Machinery	Monthly instalment of ` 2,32,880	104.76
HDFC Bank Term Loan	Bank Guarantee and FDR	169.69	10.65%	Bank Guarantee and FDRs	According to Bank Guarantee due	99.80
HDFC Bank Ltd	Truck Loan	7.16	12.00%	Truck	The loan is payable in 47 instalments of ` 19,146 each starting October 2012	1.46
Cholamangalam DBS Fin Ltd.	Truck Loan	11.38 + 8.10 = 19.49	12.00%	Bus	The loan is payable in 60 instalments of ` 26080 + 18575 each starting June 2013	10.43
ANR Motors Pvt Ltd.	Car Loan	9.00	12.75%	Innova Car	The loan is payable in 60 instalments of ` 20260 each starting April 2011	0.48
Magma Fincorp Ltd	Car Loan	4.00	13.53%	Volkswagen Polo Car	The loan is payable in 60 instalments of ` 9210 each starting May 2012	1.29
Tata Capital Ltd.	Car Loan	5.40	11.00%	Swift Car	The loan is payable in 36 instalments of ` 17830 each starting June 2014	2.69
Magma Fincorp Ltd	Car Loan	28.00	11.97%	BMW Car	The loan is payable in 48 instalments of ` 73700 each starting June 2013	10.84
<b>Total</b>						<b>269.91</b>

**Working Capital Loan***(Amount in Lacs)*

(Amount in Lakhs)					
Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Security offered/ Collateral Securities offered	Outstanding amount as on 31.12.2015 as per Books
HDFC Bank Ltd Cash Credit	Working Capital Requirement	1000.00	10.65%	Stocks and Debtors	219.24
HDFC Bank Ltd EPC (Sub Limit of CC)	Working Capital Requirement		9.75%	Stocks and Debtors	660.25
Total					269.91

**Restrictive covenants**

1. All future borrowings of the borrower would be with prior written permission of HDFC Bank.
2. HDFC Bank will have right to review withdraw its facilities in case of any change in the ownership of borrower enterprise. The borrower to immediately inform HDFC Bank with regard to changes in the shareholding pattern if any.
3. The bank reserves an unconditional right to cancel the undue/ undrawn / unavailed amount of the availing facility without any prior intimation.
  - a. to the borrower or any of the other branches of the HDFC Bank or other banks, financial institutions, CIBIL, Credit reference or rating agencies / bureaus or other individuals/ entities either in response to their credit enquiries directed to the Bank or in the event of the Borrower not complying with any terms and conditions herein or otherwise.
  - b. to the RBI and/ or any statutory authority or official of the Government of India or that of any other State

**Unsecured Loan***(Amount in Lacs)*

Name of Lender	Outstanding Amount as on 31.12.2015
Amrit Pal Singh	6.70
Anu Mehra	0.33
Arti Seth	0.35
Jugal Kishore Arora HUF	1.44
Pooja Arora	0.24
Radha Loan	3.12
Raghav Sharma	1.73
Ram Lubhaya	0.58
Sunny Negi	1.64
Kulwinder Kaur	2.16
Sanjeev Bhagia	3.68
<b>Total</b>	<b>21.97</b>



## **MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following discussion and analysis of our financial condition and results of operations together with our audited restated financial statements prepared in accordance with paragraph B of Part II of Schedule II to the Companies Act and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2011, 2012, 2013, 2014, 2015 and for the period ended December 31, 2015 in the chapter titled "Financial Information" on page 147 of this Prospectus. The following discussion relates to our Company and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.*

### **Industry Overview**

#### **The Global Pharmaceutical Industry**

According to the Economic Intelligence Unit (EIU), pharmaceutical sales are projected to increase an average of 6.9 percent annually over 2014-2018, outpacing the estimated global health care spending rate of 5.2 percent during that same period. Total pharma revenues are expected to increase from \$1.23 trillion in 2014 to \$1.61 trillion in 2018. In addition to oncology drugs, the cardiovascular therapeutic class will likely prosper, with four of the 10 projected blockbusters drugs belonging to the category. Spending on midmarket prescription drugs used for treating common chronic diseases is likely to stagnate as prices fall. Demand for generic drugs will continue to rise as payors take advantage of patent expiries to reduce costs.

#### **The Indian Pharmaceutical Industry**

##### **Introduction**

The Indian pharmaceuticals market is the third largest in terms of volume and thirteen largest in terms of value. Branded generics dominate the pharmaceuticals market, constituting nearly 70 to 80 per cent of the market. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Currently, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level.

##### **Current Scenario**

The Indian pharmaceutical industry is estimated to grow at 15.92 per cent compound annual growth rate (CAGR) over the next five years. Presently, the market size of the pharmaceutical industry in India stands at US\$ 20 billion. As on March 2014, Indian pharmaceutical manufacturing facilities registered with the US Food and Drug Administration (FDA) stood at 523, highest for any country outside the US.

India's biotechnology industry comprising bio-pharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics is expected grow at an average growth rate of around 30 per cent a year and reach US\$ 100 billion by 2025. Biopharma, comprising vaccines, therapeutics and diagnostics, is the largest sub-sector contributing nearly 62 per cent of the total revenues at Rs 12,600 crore (US\$ 1.90 billion).

##### **Business Overview**

We are engaged in the business of manufacturing of broad range of finished pharmaceutical formulations in a dosage form. We carry out our production through our state-of-the-art manufacturing units situated at 6th Mile Stone, Village Nag Kalan, Majitha Road, Amritsar - 143006, Punjab, which is also our registered/administrative office and another manufacturing facility situated at 1-A Industrial Area, Raja ka bagh, Jassur - 176201, Himachal Pradesh. Both our manufacturing facilities are well equipped and multiple products are manufactured at these facilities. Since incorporation our Company is ever progressing in Domestic and International market based on our commitment towards high quality and



timely supplies. We provide specified and quality products for our customers while maintaining honesty, integrity and loyalty to our employees and customers.

Our Company has the most modern & sophisticated plant, equipments, technique and manpower. Our company is ISO-9001:2000 and ISO 14001:2004 certified, and we are working with new SCHEDULE M and W.H.O. norms and certified with GMP and WHO certificate. Our production is based on standards laid down in pharmacopeia and technical reports series (TRS) guidelines of WHO (world health organization). The working of the company is defined in quality manual and exhibited in site master file of the company for each location. The working of the company is governed by standard operating procedures (SOP). The company is shortly going to be digitalized for all its working and records as per SOP. As per these standards, we keep all records of inputs and testing of inputs used in production. Further, the in-process testing records are maintained and finished goods are also tested and then allowed for sale. Our Company maintains complete traceability record of goods as per batch wise, order wise and sale bill wise. We are taking extreme care for environment of working premises, surroundings, machinery. The training program of staff, food and health of workers are in place. We are keeping the records of all transaction.

Our Company is promoted by Mr. Ramesh Arora and Mr. Ajay Arora who have more than 30 years of experience in the pharmaceutical industry.

### **Our Products**

Our Company is leading manufacturer & exporter of pharmaceutical formulations in Liquid Orals, Powder for Oral Suspension, Tablets, Capsules, Sterile Powder for Injections, Small Volume injectables, Ointments, External Preparations, etc. in various categories such as Betalactum & non Betalactum, Hormones, Cytotoxic (Oncology) and Effervescent as per new GMP norms. The company specialises in handling customised business as per the requirements. The company has registered its products in different Countries of Europe, Africa, Asia, Central American and South American Countries & CIS Countries.

### **Our Subsidiary**

In order to strengthen our business operations in Africa, we have set up a subsidiary on 20.9.2013 in Mozambique, Maputo Cidade, Distrito Urbano 1, Bairro de Central, Africa

### **FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS**

Our results of operations could potentially be affected by the following factors amongst others:

#### ***Client relationship and maximizing revenues***

Our existing relationships with our clients are at the core of our business. We believe in client retention and derive a significant proportion of our revenues from repeat business. As a client relationship matures and deepens, we seek to maximise our revenues and profitability by expanding the product portfolio offered to that client with the objective of winning more business from our clients. To do this, we take part in client analysis to identify opportunities with our portfolio of existing clients, and use our relevant industry experience to market additional offerings to our clients. We believe that our ability to establish and strengthen client relationships will be an important factor in our future growth and our ability to continue increasing our profitability.

#### ***Production Costs and Quality of our Manufacturing Facilities***

Our ability to maintain our position as a low-cost producer and increase our cost competitiveness is dependent on the efficient management of our production costs. The availability of key raw materials at competitive prices is critical and price fluctuations may adversely affect our margins and, as a result, our results of operations. Additionally, any significant changes in excise duties levied on raw materials and finished products and changes in salary costs of our employee could have an adverse effect on our financial condition and results of operations. In addition, in order to maximize our profits, we must maintain an appropriate standard of quality in our manufacturing facilities' equipment and processes. Attaining and maintaining this level of quality requires considerable expense and planning. If we are unable to achieve and preserve the necessary level of quality in our manufacturing processes and facilities in the future, our financial condition and results of operations may be adversely affected.

#### ***Industry Competition***



Our products face intense competition from products commercialized or under development by competitors in all our therapeutic areas. Our business, prospects, results of operations and financial condition could be adversely affected if our competitors gain significant market share at our expense in areas in which we are focused. Many of our competitors may have greater financial, manufacturing, research and development, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges and stronger sales forces. Accordingly, our results of operations depend significantly on various factors such as the demand for our products in the markets we operate in, our ability to manage our growth strategy and expansion plans, including our ability to grow our exports and our ability to grow and manage our distribution network in India.

### Macroeconomic Factors

Macroeconomic factors, both in the Indian and international contexts, such as economic instability, political uncertainty, social upheavals or acts of God could influence our business. In addition, fluctuations in interest rates, exchange rates and inflation would have an effect on certain key aspects of our operations, including on the costs of our raw materials, the prices at which we can sell our pharmaceutical products, our finance costs required to fund our operations and profit margins.

### Summary of the Standalone Results of Operation

The following table sets forth select financial data from restated standalone profit and loss accounts for the period ended December 31, 2015 and for the years ended March 31, 2015, 2014, 2013 and 2012 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	For the period ended December 31, 2015	% of Total Income	For the year ended March 31							
			2015	% of Total Income	2014	% of Total Income	2013	% of Total Income	2012	% of Total Income
<b>INCOME</b>										
Revenue from Operations	5388.86	100.00%	5237.94	98.90%	5959.52	99.72%	6174.36	99.69%	3795.13	96.38%
Other Income	0	0.00%	58.06	1.10%	16.63	0.28%	19.25	0.31%	142.67	3.62%
<b>Total Income (A)</b>	<b>5388.86</b>	<b>100.00%</b>	<b>5296.00</b>	<b>100.00%</b>	<b>5976.15</b>	<b>100.00%</b>	<b>6193.61</b>	<b>100.00%</b>	<b>3937.80</b>	<b>100.00%</b>
<b>EXPENDITURE</b>										
Cost of Material Consumed	4069.91	75.52%	3847.88	72.66%	4617.35	77.26%	4748.91	76.67%	2940.86	74.68%
Purchase of Stock in Trade	0	0.00%	0	0.00%	0	0.00%	218.61	3.53%	0	0.00%
Changes in inventories of finished goods, traded goods and work-in-progress	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Employee benefit expenses	179.42	3.33%	205.75	3.89%	179.16	3.00%	139.11	2.25%	109.61	2.78%
Finance costs	79.15	1.47%	102.52	1.94%	73.71	1.23%	99.10	1.60%	138.46	3.52%
Depreciation and amortisation expense	111.22	2.06%	130.45	2.46%	119.64	2.00%	92.46	1.49%	105.92	2.69%
Other Expenses	733.50	13.61%	825.66	15.59%	806.10	13.49%	733.41	11.84%	540.98	13.74%
<b>Total Expenses (B)</b>	<b>5173.20</b>	<b>96.00%</b>	<b>5112.26</b>	<b>96.53%</b>	<b>5795.66</b>	<b>96.98%</b>	<b>6031.61</b>	<b>97.38%</b>	<b>3835.82</b>	<b>97.41%</b>
<b>Profit before extraordinary items and tax</b>	<b>215.66</b>	<b>4.00%</b>	<b>183.74</b>	<b>3.47%</b>	<b>180.19</b>	<b>3.02%</b>	<b>162.01</b>	<b>2.62%</b>	<b>101.98</b>	<b>2.59%</b>
<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>215.66</b>	<b>4.00%</b>	<b>183.74</b>	<b>3.47%</b>	<b>180.19</b>	<b>3.02%</b>	<b>162.01</b>	<b>2.62%</b>	<b>101.98</b>	<b>2.59%</b>



Exceptional items	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Profit before extraordinary items and tax</b>	<b>215.66</b>	<b>4.00%</b>	<b>183.74</b>	<b>3.47%</b>	<b>180.19</b>	<b>3.02%</b>	<b>162.01</b>	<b>2.62%</b>	<b>101.98</b>	<b>2.59%</b>
Extraordinary items	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Profit before tax</b>	<b>215.66</b>	<b>4.00%</b>	<b>183.74</b>	<b>3.47%</b>	<b>180.19</b>	<b>3.02%</b>	<b>162.01</b>	<b>2.62%</b>	<b>101.98</b>	<b>2.59%</b>
<i>Tax expense :</i>										
(i) Current tax	73.33	1.36%	58.81	1.11%	50.63	0.85%	43.24	0.70%	30.21	0.77%
(ii) Deferred tax	0.00	0.00%	4.89	0.09%	34.38	0.58%	0.91	0.01%	9.99	0.25%
(iii) MAT Credit	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Total Tax Expense</b>	<b>73.33</b>	<b>1.36%</b>	<b>63.70</b>	<b>1.20%</b>	<b>85.01</b>	<b>1.42%</b>	<b>44.15</b>	<b>0.71%</b>	<b>40.20</b>	<b>1.02%</b>
<b>Profit for the year (D-E)</b>	<b>142.33</b>	<b>2.64%</b>	<b>120.04</b>	<b>2.27%</b>	<b>95.18</b>	<b>1.59%</b>	<b>117.86</b>	<b>1.90%</b>	<b>61.78</b>	<b>1.57%</b>

### Key Components of Our Profit And Loss Statement

#### Revenue from operations

Revenue from operations comprises of revenue from manufacture and sale of pharmaceutical formulations

#### Other Income

Other income primarily comprises Interest Income, Profit on Sale of Fixed Assets and etc.

#### Cost of Raw Material consumed

Cost of materials consumed comprises cost of raw materials for manufacturing our products and packing materials as adjusted for inventory levels

#### Employee benefits expense

Employee benefit expense includes salaries and wages, staff welfare expenses, bonus, Directors remuneration and Contribution to Provident Fund and Gratuity

#### Finance Costs

Finance cost comprises Interest on Indebtedness, bank and other Finance charges.

#### Depreciation and amortization expenses

We recognize depreciation and amortization expense on a Written down value method as per the provisions set forth in the Companies Act 2013

#### Other expenses

Other expenses consist of Sales & Distribution expenses and Other Administrative Expenses.

### Financial Performance for the Nine Months Period ended December 31<sup>st</sup>, 2015

#### Income

#### Revenue from Operations

During the period ended December 31, 2015 our Revenue from Operations is ` 5388.86 lacs which is 100.00% of Total Income.

#### Other Income

During the period ended December 31, 2015 our Other Income is ` Nil.



## **Expenditure**

### **Total Expenses**

The Total Expenditure for the period ended December 31, 2015 is ` 5173.20 lacs which is about 96.00% of the Total Income.

### **Cost of Material Consumed**

Our Company has incurred ` 4069.91 Lacs for cost of Material consumed during the period ended December 31, 2015 which is about 75.52 % of Total Income.

### **Employee Benefits Expenses**

Our Company has incurred ` 179.42 lacs as employee benefit expenses during the period ended December 31, 2015 which is about 3.33% of the Total Income

### **Finance Costs**

Finance cost for the period ended December 31, 2015 is ` 79.15 lacs which is about 1.47% of the Total Income

### **Depreciation and Amortization Expense**

Depreciation for the period ended December 31, 2015 ` 111.22 lacs calculated at WDV method as per companies Act, is about 2.06% of the Total Income.

### **Other Expenses**

Our Company has incurred ` 733.5 lacs for the period ended December 31, 2015 which is about 13.61% of the Total Income.

### **Profit Before Tax**

The Profit before tax for the for the period ended December 31, 2015 stood at ` 215.66 lacs which is 4.00% of the Total Income

### **Profit After Tax**

The Profit After Tax for the for the period ended December 31, 2015 stood at ` 142.33 lacs which is 1.36% of the Total Income

Since, the results are for Nine Months, Comparison with previous financial year would not reflect actual performance of the Company so the comparison has not been provided.

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014**

### **Income**

#### **Revenue from Operations**

During the F.Y. 2014-15 the Revenue from Operations of our company decreased to ` 5237.94 lacs as against ` 5959.52 lacs for the F.Y 2013-14, representing decrease of 12.11%. Such decrease was attributed to increased competition in the pharmaceutical industry.

#### **Other Income**

During the F.Y. 2014-15 the Other Income of our company increased to ` 58.06 lacs as against ` 16.63 lacs for the F.Y 2013-14, representing increase by 249.13%. Such increase was attributed to increase in interest.

### **Expenditure**





### **Total Expenses**

The Total Expenditure for the F.Y. 2014-15 decreased to ` 5112.26 lacs from ` 5795.96 lacs during the F.Y. 2013-14. The decrease of 11.80% is in line with scale of operations.

### **Raw Material Consumed**

Our Company has incurred ` 3847.88 lacs as Raw material consumed during the F.Y. 2014-15 as against ` 4617.35 lacs during the FY 2013-14. The decrease of 16.66% is in line with decrease in scale of operations.

### **Employee Benefits Expenses:**

The employee benefit expense comprises of salaries, allowances, contribution to, staff welfare expenses and other benefits to the employees. Our Company has incurred ` 205.75 lacs as employee benefit expenses during the FY 2014-15 as compared to ` 179.16 lacs during the FY 2013-14. The increase of 14.84% as compared to previous year is due to increase in employee cost.

### **Finance Costs:**

Finance cost for the FY 2014-15 increased to ` 102.52 lacs as against ` 73.71 lacs of the FY 2013-14. The increase of 39.09 % is mainly due to increase in borrowings.

### **Depreciation and Amortization Expense**

Depreciation for the FY 2014-15 stood at ` 130.45 lacs the same was ` 119.64 lacs for the FY 2013-14. The increase by 9.04% is mainly due to increase in fixed assets.

### **Other Expenses**

Our Company has incurred ` 825.66 lacs during the FY 2014-15 on Other Expenses as compared to ` 806.10 lacs during FY 2013-14. The increase of 2.43% is in the normal course of business.

### **Profit Before Tax**

The Profit before tax for the FY 2014-15 increased to ` 183.74 lacs from ` 180.19 lacs in FY 2013-14. The increase of 1.97% due to better management control.

### **Profit After Tax**

The Profit After Tax for the FY 2014-15 stood at ` 120.04 lacs as against ` 95.18 lacs for the FY 2013-14. The increase of 26.12% is due to better management control.

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2014 WITH FISCAL 2013**

### **Income**

#### **Revenue from Operations**

During the F.Y. 2013-14 the Revenue from Operations of our company decreased to ` 5959.52 lacs as against ` 6174.36 lacs for the F.Y 2012-13, representing decrease of 3.48%.The decrease is mainly due to increase competition in the industry.

#### **Other Income**

During the F.Y. 2013-14 the Other Income of our company decreased to ` 16.63 lacs as against ` 19.25 lacs for the F.Y 2012-13, representing increase of 13.61%.The increase in mainly due to increase in interest.

### **Expenditure**

#### **Total Expenses**



The Total Expenditure for the F.Y. 2013-14 decreased to ` 5795.96 lacs from ` 6031.6 lacs during the F.Y. 2012-13. The decrease of 3.91% is in line with the decrease in income during the FY 2013-14. This decrease is due to better management control.

#### **Raw Material Consumed**

Our Company has incurred ` 4617.35 lacs as Raw Material Consumed during the F.Y. 2013-14 as against ` 4748.91 lacs during the FY 2012-13. The decrease of 2.77.00% is in line with scale of operations.

#### **Employee Benefits Expenses**

Our Company has incurred ` 179.16 lacs during the FY 2013-14 on Employee Benefit Expenses as compared to ` 139.11 lacs during the FY 2012-13. The increase of 28.79% as compared to FY 2012-13 is due to increase in Manpower in the Company and increase in salaries and wages.

#### **Finance Costs**

Finance cost for the FY 2013-14 decreased to ` 73.71 lacs as against ` 99.10 lacs of the FY 2012-13. The decrease of 25.62 % is due to decrease in borrowings.

#### **Depreciation and Amortization Expense**

Depreciation for the FY 2013-14 stood at ` 119.64 lacs For the FY 2012-13 the same was ` 92.46 lacs. The increase by 29.40% is due to sale of fixed assets in the normal course of business.

#### **Other Expenses**

Our Company has incurred ` 806.10 lacs on Other Expenses during the FY 2013-14 as compared to ` 733.41 lacs during FY 2012-13. The increase of 9.91% is mainly due to overall increase in the pricing trend.

#### **Profit Before Tax**

The Profit before tax for the FY 2013-14 increased to ` 180.19 lacs from ` 162.01 lacs in FY 2012-13. The increase of 11.22% is due to better management control.

#### **Profit after Tax**

The Profit after Tax for the FY 2013-14 stood at ` 95.18 lacs as against ` 117.86 lacs for the FY 2012-13 representing decrease of 19.24% due to increase in deferred tax.

### **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2013 WITH FISCAL 2012**

#### **Income**

##### **Revenue from Operations**

During the F.Y. 2012-13 the Revenue from Operations of our company increased to ` 6174.36 lacs as against ` 3795.13 lacs for the F.Y 2011-12, representing the increase of 62.69%. The increase is mainly due to increase in Sale of products and services.

##### **Other Income**

During the F.Y. 2012-13 the Other Income of our company decreased to ` 19.25 lacs as against ` 142.67 lacs for the F.Y 2011-12, representing the decrease of 86.51%. The decrease is mainly due to decrease in DEPB Income.

#### **Expenditure**

##### **Total Expenses**

The Total Expenditure for the F.Y. 2012-13 increased to ` 6031.6 lacs from ` 3835.83 lacs during the F.Y. 2011-12. The increase of 57.24% is due to Increase in overall scale of operations during the year.



### **Raw Material Consumed**

Our Company has incurred ` 4748.91 lacs as Raw material consumed of during the F.Y. 2012-13 as against ` 2940.86 lacs during the FY 2011-12. The increase of 61.48% is in line with increase in scale of operations

### **Employee Benefits Expenses**

Our Company has incurred ` 139.11 lacs on Employee Benefit Expenses during the FY 2012-13 as compared to ` 109.61 lacs during the FY 2011-12. The increase of 26.91% as compared to previous year is due to increase in number of employees and increase in salaries and wages.

### **Finance Costs**

Finance cost for the FY 2012-13 decreased to ` 99.10 lacs as against ` 138.46 lacs of the FY 2011-12. The decrease of 28.43% is in due to decrease in borrowings.

### **Depreciation and Amortization Expense**

Depreciation for the FY 2012-13 stood at ` 92.46 lacs. For the FY 2011-12 the same was ` 105.92 lacs. The decrease represented by 12.71% due to normal course of business.

### **Other Expenses**

Our Company has incurred ` 733.41 lacs as Other Expenses during the FY 2012-13 as compared to ` 540.98 lacs during FY 2011-12. The increase of 35.57% is in line with increase in scale of operation.

### **Profit Before Tax**

The Profit before tax for the FY 2012-13 increased to ` 162.01 lacs from ` 101.97 lacs in FY 2011-12. The increase of 58.88% is due to increase in revenue from operations.

### **Profit after Tax**

The Profit after Tax for the FY 2012-13 stood at ` 117.86 lacs from ` 61.78 lacs for the FY 2011-12. The increase of 90.77% is due to increase in revenue from operations.

### **Summary of the Consolidated Results of Operation**

The following table sets forth select financial data from restated consolidated profit and loss accounts for the period ended December 31, 2015 and for the years ended March 31, 2015, and 2014, and the components of which are also expressed as a percentage of total income for such periods.



Sr. No.	Particulars	For the period ended December 31,		For the year ended March 31,			
		2015	% of Total Income	2015	% of Total Income	2014	% of total Income
<b>A</b>	<b>INCOME</b>						
	Revenue from Operations	5,344.22	99.42%	5,237.94	99.21%	5,959.52	99.76%
	Other Income	31.03	0.58%	41.85	0.79%	14.15	0.24%
	<b>Total Income (A)</b>	<b>5,375.25</b>	<b>100.00%</b>	<b>5,279.79</b>	<b>100.00%</b>	<b>5,973.66</b>	<b>100.00%</b>
<b>B</b>	<b>EXPENDITURE</b>						
	Cost of Material Consumed	4,064.74	75.62%	3,847.88	72.88%	4,617.35	77.30%
	Purchase of Stock in Trade	5.17	0.10%	-		-	
	Changes in inventories of finished goods, traded goods and work-in-progress	-		-		-	
	Employee benefit expenses	189.04	3.52%	208.72	3.95%	179.16	3.00%
	Finance costs	88.42	1.64%	104.19	1.97%	72.48	1.21%
	Depreciation and amortisation expense	129.21	2.40%	172.89	3.27%	119.64	2.00%
	Other Expenses	744.01	13.84%	828.26	15.69%	810.46	13.57%
	<b>Total Expenses (B)</b>	<b>5,220.59</b>	<b>97.12%</b>	<b>5,161.94</b>	<b>97.77%</b>	<b>5,799.10</b>	<b>97.08%</b>
<b>C</b>	<b>Profit before extraordinary items and tax</b>	<b>154.66</b>	<b>2.88%</b>	<b>117.84</b>	<b>2.23%</b>	<b>174.57</b>	<b>2.92%</b>
	Prior period items (Net)	-		-		-	
	<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>154.66</b>	<b>2.88%</b>	<b>117.84</b>	<b>2.23%</b>	<b>174.57</b>	<b>2.92%</b>
	Exceptional items					-	
	<b>Profit before extraordinary items and tax</b>	<b>154.66</b>	<b>2.88%</b>	<b>117.84</b>	<b>2.23%</b>	<b>174.57</b>	<b>2.92%</b>
	Extraordinary items	-	-	-		-	
<b>D</b>	<b>Profit before tax</b>	<b>154.66</b>	<b>2.88%</b>	<b>117.84</b>	<b>2.23%</b>	<b>174.57</b>	<b>2.92%</b>
	<i>Tax expense :</i>						
	(i) Current tax	47.56	0.88%	46.67	0.88%	46.74	0.78%
	(ii) Deferred tax	-7.31	-0.14%	-8.22	-0.16%	34.38	0.58%
	(iii) Current Tax Prior Years	-		-		-	
	(iv) MAT Credit - Earlier Year	-		-		-	
<b>E</b>	<b>Total Tax Expense</b>	<b>40.25</b>	<b>0.75%</b>	<b>38.45</b>	<b>0.73%</b>	<b>81.12</b>	<b>1.36%</b>
<b>F</b>	<b>Profit for the year (D-E)</b>	<b>114.41</b>	<b>2.13%</b>	<b>79.40</b>	<b>1.50%</b>	<b>93.44</b>	<b>1.56%</b>

#### Financial Performance for the Nine Months Period ended December 31<sup>st</sup>, 2015

##### Income

##### Revenue from Operations

During the period ended December 31, 2015 our Revenue from Operations is ` 5344.22 lacs which is 99.42% of Total Income.



### **Other Income**

During the period ended December 31, 2015 our Other Income is ` 31.03.

### **Expenditure**

#### **Total Expenses**

The Total Expenditure for the period ended December 31, 2015 is ` 5220.59 lacs which is about 97.12% of the Total Income.

#### **Cost of Material Consumed**

Our Company has incurred ` 4064.74 Lacs for cost of Material consumed during the period ended December 31, 2015 which is about 75.62 % of Total Income.

#### **Employee Benefits Expenses**

Our Company has incurred ` 189.04 lacs as employee benefit expenses during the period ended December 31, 2015 which is about 3.52% of the Total Income

#### **Finance Costs**

Finance cost for the period ended December 31, 2015 is ` 88.42 lacs which is about 1.64% of the Total Income

#### **Depreciation and Amortization Expense**

Depreciation for the period ended December 31, 2015 ` 111.22 lacs calculated at WDV method as per companies Act, is about 2.40% of the Total Income.

#### **Other Expenses**

Our Company has incurred ` 744.01 lacs for the period ended December 31, 2015 which is about 13.84% of the Total Income.

#### **Profit Before Tax**

The Profit before tax for the for the period ended December 31, 2015 stood at ` 154.66 lacs which is 2.88% of the Total Income

#### **Profit After Tax**

The Profit After Tax for the for the period ended December 31, 2015 stood at ` 114.41 lacs which is 2.13% of the Total Income

Since, the results are for Nine Months, Comparison with previous financial year would not reflect actual performance of the Company so the comparison has not been provided.

### **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014**

#### **Income**

##### **Revenue from Operations**

During the F.Y. 2014-15 the Revenue from Operations of our company decreased to ` 5237.94 lacs as against ` 5959.52 lacs for the F.Y 2013-14, representing decrease of 12.11%. Such decrease was attributed to increased competition in the pharmaceutical industry.



## Other Income

During the F.Y. 2014-15 the Other Income of our company increased to ` 41.85 lacs as against ` 14.15 lacs for the F.Y. 2013-14, representing increase by 195.86%. Such increase was attributed to increase in interest.

## Expenditure

### Total Expenses

The Total Expenditure for the F.Y. 2014-15 decreased to ` 5161.94 lacs from ` 5799.10 lacs during the F.Y. 2013-14. The decrease of 10.99% is in line with scale of operations.

### Raw Material Consumed

Our Company has incurred ` 3847.88 lacs as Raw Material Consumed during the F.Y. 2014-15 as against ` 4617.35 lacs during the FY 2013-14. The decrease of 16.66% is in line with decrease in scale of operations.

### Employee Benefits Expenses:

The employee benefit expense comprises of salaries, allowances, contribution to, staff welfare expenses and other benefits to the employees. Our Company has incurred ` 208.72 lacs as employee benefit expenses during the FY 2014-15 as compared to ` 179.16 lacs during the FY 2013-14. The increase of 16.50% as compared to previous year is due to increase in employee cost.

### Finance Costs:

Finance cost for the FY 2014-15 increased to ` 104.19 lacs as against ` 72.48 lacs of the FY 2013-14. The increase of 43.75 % is mainly due to increase in borrowings.

### Depreciation and Amortization Expense

Depreciation for the FY 2014-15 stood at ` 172.89 lacs the same was ` 119.64 lacs for the FY 2013-14. The increase by 44.50% is mainly due to increase in fixed assets.

### Other Expenses

Our Company has incurred ` 828.26 lacs during the FY 2014-15 on Other Expenses as compared to ` 810.46 lacs during FY 2013-14. The increase of --% is in the normal course of business.

### Profit Before Tax

The Profit before tax for the FY 2014-15 increased to ` 117.84 lacs from ` 174.57 lacs in FY 2013-14. The decrease of 32.49% due to increase in depreciation

### Profit After Tax

The Profit After Tax for the FY 2014-15 stood at ` 79.40 lacs as against ` 93.44 lacs for the FY 2013-14. The decrease of 15.03% is due to increase in depreciation

## INFORMATION REQUIRED AS PER ITEM (2) (IX) (E) (5) OF PART A OF SCHEDULE VIII TO THE SEBI REGULATIONS:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

- *Unusual or infrequent events or transactions*

There are no unusual or infrequent events or transactions that have significantly affected operations of the Company.

- *Significant economic changes that materially affected or are likely to affect income from continuing operations*



There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

- ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the Risks disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

- ***Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.***

Other than as described in the sections entitled "Risk Factors" and this "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 13 and 205, respectively, of this Prospectus, to our knowledge there are no known factors which will have a material adverse impact on our operations or finances.

- ***The extent to which material increases in net sales / revenue is due to increase in sales volume, introduction of new products or services or increased sales prices***

The increase in revenues is by and large linked to increases in volume of all the activities carried out by the Company.

- ***Total turnover of each major industry segment in which the Company operated***

The Company operates in single segment in context of accounting standards 17 on Segment Reporting issued by ICAI.

- ***Status of any publicly announced New Products or Business Segment***

The Company has not announced any new products or business segment.

- ***The extent to which our Company's business is seasonal***

Our business is not seasonal in nature.

- ***Competitive conditions***

The pharmaceuticals market is highly competitive and fragmented, and we face competition from various domestic and international manufacturers. Moreover, as we seek to diversify into new geographical areas globally, we may face competition from existing players that have presence in respective markets. In order to counter the competition, our focus would be to provide products that would be in consonance with technical and quality requirements of our customer as well as by trying to offer a competitive pricing model without compromise on the quality.

- ***Any significant dependence on a single or few suppliers or customers***

We are not under threat of dependence from any single supplier or customer.

#### **Details of material developments after the date of last balance sheet i.e. December 31, 2015**

No circumstances have arisen since the date of last financial statement until the date of filing this Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company.



## **SECTION VI: LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no other:*

**A. (i) Outstanding criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters, Group Company or Subsidiary.**

*For the purpose of (iv) above, our Board, in its meeting held on March 21, 2016, determined that outstanding legal proceedings involving the Company, its Subsidiary, Directors, Promoters and Group Companies: (a) where the aggregate amount involved, in such individual litigation exceeds 5% of the consolidated profit after tax of our Company as per last consolidated audited financial statements; or (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 5% of the consolidated profit after tax as per the last consolidated audited financial statements, if similar litigations put together collectively exceed 5% of the consolidated profit after tax of the Company; or (c) litigations whose outcome could have a material impact on the business, operations, prospects or reputation of our Company, will be considered as material litigations (“Material Litigation”).*

*Explanation – It is clarified that for the purposes of the above, pre-litigation notices (other than those issued by statutory or regulatory authorities) received by the Company or its Subsidiary, Promoters or Directors shall, unless otherwise decided by the Board, not be evaluated for materiality until such time that the Company or any of its Subsidiary, Promoters or Directors, as the case may be, is impleaded as a defendant in litigation proceedings before any judicial forum.*

**B. (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 5 (five) years; (ii) pending proceedings initiated against our Company for economic offences; (iv) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiary; or (v) material frauds committed against our Company in the last 5 (five) years.**

**C. (i) 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 March 21, 2016, determined that outstanding dues to creditors in excess of 5% of our Company’s consolidated trade payables as per last audited financial statements shall be considered as material dues (“Material Dues”). Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at [www.kwalitypharma.com](http://www.kwalitypharma.com).*

*Our Company, Directors, Promoters, Subsidiary and Group Company have not been declared as wilful defaulters by the RBI and there have been no violations of securities laws in the past or pending against them.*

### **PART 1: LITIGATION RELATING TO OUR COMPANY**

#### **A. LITIGATION FILED AGAINST OUR COMPANY**

##### **1. Litigation Involving Criminal Laws**

#### **Petition under Section 482 of the Code of Criminal Procedure, 1973 filed by Messrs. India Healthcare against the Company**

India Health Care (“the **Petitioner**”) through its Proprietor K. Yadav have filed a criminal complaint dated May 18, 2012 before the High Court of Punjab and Haryana at Chandigarh under Section 482 of Code of Criminal Procedure, 1973 for quashing the Criminal Complaint filed by the Company ( “the **Respondent**”) under Section 138 of the Negotiable Instruments Act. The Petitioner alleges that it had placed an order with the Company for supply of various medicines under purchase order dated June 02, 2008 for a consideration of Rs. 8,20,000/- (Rupees Eight Lakhs Twenty Thousand only) and that it had issued four blank cheques bearing nos. 334751, 334752, 334754 and 334757 to the Respondent as security. The Petitioner further alleges that a payment of Rs





6,00,000/- (Rupees Six Lakhs only) was made by it to the Company against an order. The Petitioner further alleges that the Respondent presented two cheques out of the aforesaid four cheques for encashment despite the same being given only as security until the completion of the order. Accordingly, Petitioner caused a legal notice dated January 03, 2011 to be issued to the Respondent seeking return the aforementioned four cheques. The Respondent replied to the said legal notice and also issued a separate legal notice to the Petitioner. Thereafter, the Petitioner filed a suit for declaration and permanent injunction inter-alia for the purposes of restraining the Respondent from presenting the aforesaid cheques and seeking return of the cheques to the Petitioner. The Respondent had presented one of the aforesaid cheques bearing no. 334754 dated December 08, 2012 for a sum of Rs. 1,00,000/- (Rupees One Lakh only) for encashment which was dishonoured pursuant to which the Respondent filed a complaint under Section 138 of the Negotiable Instruments Act against the Petitioner. However, the Petitioner alleged here that all required payments were made to the Respondent by it and no liability remains pending to the account of the Petitioner. Accordingly, the Petitioner has inter-alia prayed that the Criminal Complaint No.1750 of 2012 filed by Respondent under Section 138 of Negotiable Instruments Act,” as well as summoning order dated February 3, 2012 of the Ld. JMIC, Amritsar be quashed. The matter is currently pending.

## 2. Litigation Involving Actions by Statutory/Regulatory Authorities

- (a) The Drugs Inspector (“**Complainant**”) has filed a complaint before the Hon’ble Court of Chief Judicial Magistrate, Chengalpattu (“**Court**”) against the Company and Mr. Ramesh Arora, Managing Director of the Company (collectively “**the Accused**”) for contravention of Section 18 (a) (i) and Section 18B of the D.C. Act, which is punishable under Section 27 (d) and Section 28 respectively of the D.C. Act. The Complainant, *inter alia*, drew the sample drug i.e. Multivitamin Tablets, Batch No. T-762 (“**the said Drug**”) with expiry date of March, 2010 manufactured by the Company and alleged that the said Drug was not a Standard Quality drug and that the Company had failed to furnish records as requested. The Complainant has submitted a final report to the Director of Drugs Control Chennai – 6 to accord sanction to prosecute the Company under Section 18 (a) (i) of the said D.C. Act for having manufactured and sold the said drug which was not of standard quality. The Complainant has, *inter-alia* prayed that (i) the Hon’ble Court may be pleased to take the case on file and dispose it off as per law; and (ii) to pass order under Section 35 of the D.C. Act to have the particulars of conviction published in newspapers in case the accused is convicted. The matter is currently pending.
- (b) The Drugs Inspector, C.D.S.C.O. (Sub-Zone), Jammu (“**Inspector**”), Ministry of Health and Family Welfare (Directorate General of Health Services) has addressed a notice dated September 11, 2014 bearing no: JSZ/1-1/BB/SAMPLE-84/2014/1667-70 to the Company, *inter alia*, alleging that Amoxycillin and Potassium Clavulanate Tablets IP 625 mg Batch No. T-2625 (“**the said Drug**”), manufactured by the Company was declared “Not of Standard Quality” under the report of the Government Analyst, Regional Drugs Testing Laboratory, Chandigarh (“**the said Authority**”). The Inspector has also in accordance with the provisions of Section 23 (4) (iii) of the D.C. Act and the Drugs and Cosmetics Rules 1945 sent to the Company, 1 (one) portion of a sealed sample and a copy of test report under Section 25 of the D.C. Act, signed by the said Authority and has, *inter alia*, requested the Company to give comment, if any, under Section 25 (3) of the said D.C. Act within 7 (seven) days of the receipt of the test report. The Inspector has further directed the Company to stop further use of the said Drug. Thereafter, the Company requested for re-examination of the said Drug. Thereafter, in terms of the order dated November 20, 2014 of the Chief Judicial Magistrate, Jammu, the report bearing no. JSZ/BB/ACT/1-1/84/2013/691 dated June 10, 2014 (“**Order**”) issued by the said Authority, Chandigarh states that the sample of the said Drug does not conform to claim as per IP 2010 in respect of assay of Potassium Clavulanate. The aforesaid Order further directs that summons be served on the accused persons. Accordingly, summons were served on the Company and directors of the Company to appear before Chief Judicial Magistrate, Jammu for answering charges under Section 18(a)(i) and Section 27(d) of the D.C. Act. The matter is currently pending.
- (c) The Drugs Inspector (“**Complainant**”) has filed a complaint dated April 5, 2011 before the Hon’ble Court of Judicial First Class Magistrate, Court-I, Kollam (“**Court**”) under Section 32 of the D.C. Act against (i) the Company, (ii) Mr. Ramesh Arora, Managing Director of the Company (iii) Mr. Ajay Arora, Director of the Company (iv) Mrs. Kamla Devi (now deceased) (collectively “**the Accused**”) for violation of Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 (d) of the D.C. Act. The Complainant drew a sample drug Multivitamin Tablets, Batch No. T-1075 (“**the said Drug**”) manufactured and sold by the Accused for analysis under Section 26 of the D.C. Act from Community Health Centre, Trikkadavur, Perinad, Kollam. The said Drug was declared as ‘Not of Standard Quality’ by the Government Analyst, Government of Kerala vide its certificate of analysis in Form 13 dated January 7, 2010 bearing No.SW.5100/09/DTL ‘G’. The Complainant forwarded a portion of the sealed sample and a copy of test report to the Accused. Subsequently, a reply letter



dated March 25, 2010 bearing No. KPPL/F/AM/RIT/DRVG-09-10/131 was addressed by the Company to the office of Assistant Drugs Controller, Kollam inter alia challenging the validity of the said report. The said Drug was further tested at the Central Drugs Laboratory, Kolkata which also declared the said drug as 'Not of Standard Quality'. The Complainant has, therefore, *inter-alia* prayed that (i) the Hon'ble Court take the necessary action against the Accused for violation of Section 18 (a) (i) of the Act; and (ii) the Complainant may also be permitted to produce any additional documents or evidence available in future. The matter is currently pending.

- (d) The Drugs Inspector ("**Complainant**") has filed a complaint dated July 6, 2009 bearing C.C. No.831/2009 before the Hon'ble Court of the Judicial Magistrate, No.II, Nagercoil ("**Court**") under Section 32 of the D.C. Act against (i) the Company, (ii) Mr. Ramesh Arora, Managing Director of the Company (collectively "**the Accused**") for having committed an offence under Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 (d) and Section 18 B which is punishable under Section 28 – A of the D.C. Act respectively. The Complainant, *inter alia*, alleged that Multivitamin Tablets Batch No: T-759 ("**the said Drug**") manufactured by the Company is Not a Standard Quality drug as per the test report dated November 25, 2008 bearing No.00463-D/2008-09 of the Government Analyst, Government of Tamil Nadu. On December 18, 2008, the Complainant sent a show cause memo bearing No.477/DI/NGL/08 to the Company seeking an explanation for contravention of Section 18 (a) (i) of the D.C. Act and requesting the Company to furnish further information and records. Subsequently, the Company vide its reply letter dated December 26, 2008 bearing No. KPPL/F/AMRIT/DRUG-08-09/67 addressed to the Complainant *inter alia* challenging the validity of the test report. The Complainant has, therefore, *inter-alia* prayed that the Hon'ble Court take action against the Accused for (i) contravention of Section 18 (a) (i) of the D.C. Act; (ii) the Hon'ble court may pass order under Section 35 of the D.C. Act to have the particulars of conviction published in newspapers in case the Accused are convicted. The matter is currently pending.
- (e) The Drugs Inspector, Mayiladuthurai Range, Room No. 13 II Floor, Salam Manson, 27B, Town Extension, Mayiladuthurai - 609001 ("**Inspector**") has filed a criminal complaint before the Hon'ble Court of Chief Judicial Magistrate, Nagapattinam ("**Court**") bearing CC. No: 74/ 2010 dated November 9, 2010 against the Company for the contravention under Section 200 of the Code of Criminal Procedure ("**CrPC**") against (i) the Company and (ii) Mr. Ramesh Arora, Managing Director of the Company (collectively "**the Accused**"). The Inspector has, *inter alia*, alleged that the Multivitamin Tablets NFI, B. No. T1054 ("**the said Drug**"), manufactured by the Company were declared as "Not of Standard Quality by Government Analyst, Drugs Testing Laboratory, Chennai – 6 ("**the said Authority**"). A copy of the test report and sample was forwarded to the Accused. On April 13, 2010, the Complainant sent a show cause memo to the Company seeking an explanation for contravention of Section 18 (a) (i) of the D.C. Act and requesting the Company to furnish further information and records. The Company vide its reply dated April 23, 2010 challenged the reports of the Government Analyst and did not furnish the further particulars sought by the Complainant. The Complainant has, therefore, *inter-alia* prayed that the Hon'ble Court take the complaint on file and dispose off according to law. The matter is currently pending.
- (f) The Drugs Inspector ("**Complainant**") has filed a complaint dated February 14, 2011 before the Hon'ble Chief of Judicial Magistrate, Court, Kozhikode ("**Court**") under Section 32 of the D.C. Act against (i) the Company, (ii) Mr. Ramesh Arora, Managing Director of the Company (iii) Mr. Ajay Arora, (collectively "**the Accused**") for violation of Section 18 (a) (i) of the D.C. Act. The Complainant has tested a sample of the drug Phosphorous Injection, Batch No. V-307 with an expiry date October, 2010 ("**the said Drug**") manufactured and sold by the Company. The sample was declared as 'Not of Standard Quality' by the Government Analyst. Therefore, a copy of the test report and sample was forwarded to the Accused. The Company challenged the finding of the test report and denied receiving a portion of the sample. The Complainant filed a Criminal Miscellaneous Petition No.2784/2010 dated August 21, 2010 before the Hon'ble Court seeking that a portion of the sample be forwarded to Central Drugs Laboratory, Kolkata ("**the CDLK**") for testing. A copy of the aforesaid Criminal Miscellaneous Petition has been misplaced by the Company. The CDLK declared the said Drug to be Not of Standard Quality. The Complainant has, therefore, *inter-alia* prayed that the Hon'ble Court take necessary action against the Accused for violation of Section 18 (a) (i) of the D.C. Act. The matter is currently pending.
- (g) The Drugs Inspector ("**Complainant**") has filed a complaint dated August 27, 2012 before the Hon'ble Judicial First Class Magistrate, Court-I, Kozhikode ("**Court**") under Section 32 of the D.C. Act against (i) the Company, (ii) Mr. Ramesh Arora, (iii) Mr. Ajay Arora, (iv) Mrs. Kamla Devi (now deceased) ("**collectively the Accused**") for having committed an offence under Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 (d) of the D.C. Act. The Complainant drew the sample drug i.e. Ferrous Sulphate Tablet IP 200mg, Batch No. T-1165 ("**the said Drug**") with expiry date March, 2011, manufactured and sold by the



Accused for analysis under Section 23(3) of the D.C. Act in Form No. 17. The said Drug was declared as Not of Standard Quality vide certificate of analysis in form – 13 bearing no. SW 2446/09/DTL ‘G’ dated November 7, 2009 by the Government Analyst. The Complainant has also in accordance with the provisions of Section 23 (4) (iii) of the D.C. Act, sent to the Company, vide a registered post parcel third portion of the sealed sample and a copy of test report. Subsequently a petition was filed by the Complainant before the Court that a second portion of the sample of the said Drug be sent to the Central Drugs Laboratory, Kolkata (“**the CDLK**”) for testing and the same was allowed as Criminal Miscellaneous Petition No.7050 dated December 7, 2010. The second portion of the sample of the said Drug was also found to be of the substandard quality as per the report of the laboratory and the Company challenged the validity of the aforesaid report of CDLK as well. The Complainant has, therefore, *inter-alia* prayed that the Court may be pleased to take the cognizance of the offence and the accused may be dealt in accordance with law. The matter is currently pending.

- (h) The Drugs Inspector, office of the Assistant Drugs Controller, Thrissur, State of Kerala (“**Complainant**”) has filed a complaint dated January 18, 2013 under Section 32 of the D.C. Act before the Hon’ble Chief Judicial Magistrate Court, Thrissur (“**Court**”) against (i) the Company, and (ii) Mr. Ramesh Arora, Managing Director of the Company (collectively “**the Accused**”) for having committed an offence under Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 (d) of the D.C. Act. The Complainant tested a sample of the drug Multivitamin Tablets N.F.I, Batch No. T-1105 (“**the said Drug**”) manufactured and sold by the Company under Section 23 of the D.C. Act. The said Drug was declared as not of Standard Quality by the Government Analyst. One copy of the test report and one sample of the said Drug were forwarded to the Company. The Company challenged the test report. Thereafter, a Criminal Miscellaneous Petition No. 8871/10 was filed by the Senior Drugs Inspector on November 3, 2010 before the Hon’ble Court and a portion of the sample was forwarded to the Central Drugs Laboratory, Calcutta (“**CDLC**”). The test report of CDLC declared the said Drug as ‘not of Standard Quality’. The Complainant has, therefore, filed the complaint, *inter-alia* praying that the Court shall take the necessary action against the Accused for violating Section 18 (a) (i) of the D.C. Act. The matter is currently pending.
- (i) The Senior Drugs Inspector (“**Complainant**”) has filed complaint no. 90/ 2015 before the Hon’ble Judicial Magistrate Court No: III, Coimbatore (“**Court**”) under Section 32 of the D.C. Act against (i) the Company, (ii) Mr. Ramesh Arora, Managing Director of the Company (collectively “**the Accused**”) for having committed an offence under Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 (d) of the D.C. Act. The Complainant tested a sample of the drug i.e. Multivitamin Tablets N.F.I, Batch No. T- 768 (“**the said Drug**”) manufactured and sold by the Accused. The said Drug was declared as not of Standard Quality by the Government Analyst. The Complainant addressed a letter to the Company seeking an explanation for contravention of Section 18 (a) (i) of the D.C. Act and requesting the Company to furnish further information/ documents. The Company challenged the report of the Government Analyst and requested that the sample be sent for testing to the Central Drugs Laboratory. Therefore, the report of testing was submitted to the Director of Drugs Control, Chennai who accorded sanction to prosecute the Accused. The Complainant has, therefore, *inter-alia* prayed that (i) the Hon’ble Court take the necessary action against the Accused for violation of Section 18 (a) (i) and Section 18 B of the D.C. Act; (ii) the Hon’ble Court order under Section 35 of the D.C. Act to have the particulars of conviction published in Newspapers in case the accused is convicted; and (iii) the Complainant may also be permitted to produce any additional witnesses and additional documents at the time of trial. The matter is currently pending.
- (j) The Drugs Inspector, C.D.S.C.O. (Sub-Zone), Chandigarh (“**Inspector**”), Ministry of Health and Family Welfare (Directorate General of Health Services) has addressed a notice dated November 19, 2014 bearing no: Drugs (7) Pb.2014/ 29333 (“**the said Notice**”) to the Company, *inter alia*, alleging that Adrenaline Injection B.P. 1 mg/ml, Batch No. N – 3941 with expiry date May, 2017 (“**the said Drug**”), manufactured by the Company was declared “Not of Standard Quality” under the report bearing no. 32-18/2014-SS/DCA(C)-10/1550 dated October 17, 2014 of the Government Analyst, Central Drugs Laboratory, Kolkata (“**the CDLK**”) (“**the said Authority**”). The Inspector addressed a letter to the Company seeking an explanation for contravention of Section 18 (a) (i) of the D.C. Act and requesting the Company to furnish certain further information/ documents. The Inspector has directed the Company to stop further use of the said Drug and to send a batch recall circular to the dealers to whomsoever the said Drug was sold by the Company. Thereafter, the Inspector has further directed the Company to reply along with the copy of permission of the said Drug within 15 (Fifteen) days of the receipt of the said Notice. The matter is currently pending.
- (k) The Drugs Inspector, State Drug Controlling Authority, Punjab, Chandigarh and Food and Drug Administration, Punjab, Chandigarh (“**Inspector**”) has addressed a notice dated February 24, 2014 bearing no: Drugs (7) Pb.2014/ 4453 (“**the said Notice**”) to the Company, *inter alia*, alleging that Cloxacillin Capsules IP 500mg, Batch No. C – 577 with expiry date September, 2014 (“**the said Drug**”), manufactured by the



Company were declared as a misbranded, in respect of labelling by the Government Analyst and thereby contravening the provisions of Section 18(a)(i) of the D.C. Act. The Inspector called upon the Company to show cause as to why the drug manufacturing license of the Company should not be cancelled. The Inspector addressed a letter to the Company seeking an explanation for contravention of Section 18 (a) (i) of the D.C. Act and requesting the Company to furnish certain further information/ documents. The Inspector has directed the Company to stop further use of the said Drug and to send a batch recall circular to the dealers to whom the said Drug was sold by the Company. Thereafter, the Inspector had further directed the Company to submit its reply to the said Notice within 15 (fifteen) days of the receipt of the said Notice. The matter is currently pending.

- (l) The Drugs Inspector, Food Safety and Drug Administration, Uttar Pradesh ("**Inspector**") has addressed a notice dated October 20, 2013 bearing no: ID/MB-2013/239 ("**the said Notice**") to the Company, *inter alia*, alleging that Ascorbic Acid IP 500mg, Batch No. T – 2504 with expiry date January, 2014 ("**the said Drug**"), manufactured by the Company was declared "as a misbranded, in respect of labelling" by the Government Analyst. The Drugs Inspector addressed the Company to stop the distribution of the said Drug. Thereafter, the Inspector has directed the Company to stop further use of the said Drug and to send a batch recall circular to the dealers to whom the said Drug was sold by the Company. Thereafter, the Inspector has further directed the Company to submit the certified copies in triplicate pertaining to purchase and stock in hand of the said Drug and send the details of the action taken by the Company within 03 (three) days of the receipt of the said Notice. The matter is currently pending.
- (m) The Director, Animal Husbandry Department, Uttar Pradesh, Lucknow ("**Director AHD**") has addressed a notice dated October 21, 2008 bearing no. 382/KR.PR.SE./SE.TE./OXY.IN./2008-09 ("**the said Notice**") to the Company, *inter alia*, alleging that Oxytetracycline Injection U.S.P. Veterinary (50 ml) Batch no. M – 4373 with expiry date October, 2008 ("**the said Drug**"), manufactured by the Company was declared as misbranded, in respect of labelling and not of standard quality by the Government Analyst. Thereafter, the Director AHD has directed the Company to submit its reply to the said Notice within 15 (Fifteen) days of the receipt of the said Notice. The Company submitted its reply dated November 7, 2008 refuting the allegations of the Director AHD. Thereafter, a reminder notice dated November 14, 2008 bearing no. 414//KR.PR.SE./SE.TE./OXY.IN./2008-09 was addressed to the Company by the Director AHD once again to submit an explanation for misbranded, in respect of labelling of the said Drug. The Company once again submitted its reply dated November 25, 2008 refuting the allegations of the Director AHD. The matter is currently pending.
- (n) **Complaint filed by Union of India through Drugs Inspector, Central Drugs Standard Control Organisation, Sub Zone, Chandigarh against (1) Ramesh Arora, Managing Director of the Company; and (2) the Company (collectively "the Accused")**

The Drugs Inspector ("**Complainant**") has filed a complaint before the Hon'ble Court of Chief Judicial Magistrate, Amritsar ("**the Court**") under Section 32 of the D.C. Act against (i) the Company, (ii) Mr. Ramesh Arora, Managing Director of the Company (collectively "**the Accused**") for violation of Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 (d) of the D.C. Act. The Complainant drew a sample drug under Section 23 of the D.C. Act of Heparin Sodium (Meprine 5), Batch No. N-3176 ("**the said Drug**") with an expiry date July, 2016 which was manufactured and sold by the Accused for analysis. The Complainant has further alleged that the said analysis was conducted in pursuance of the investigation conducted by the CDSCO, Zonal Office, Hyderabad, receipt of communication from the Technical Officer of the World Health Organisation and subsequent instruction of the Drugs Controller General (India) *inter alia* stating that the contamination of the said Drug has resulted in serious adverse reaction after administration of the same to patients. The said investigation revealed that the said Drug was manufactured by the Company and supplied to one Medchem International Limited for further supply to Philippines from Technical Officer, World Health Organization on June 30, 2014. The Complainant forwarded a portion of the sealed sample and a copy of test report to the Accused. Thereafter, the said Drug was also tested at the Central Drugs Laboratory, Kolkata ("**CDLK**") vide test report dated September 2, 2014 which declared that 'The sample does not conform to claim to I.P.' with respect to the test for particulate matter and also not of standard quality'. Further, the Complainant issued a notice dated September 10, 2014 bearing no. NZ/CH-SZO/NSQ-14/2014-15/1212 directing the Company to show cause within 28 (twenty eight) days from the receipt of the aforesaid notice as to why action shall not be taken against the Company for violation of the Section 18 (a) (i) of the D.C. Act. Subsequently, a reply letter dated September 24, 2014 bearing no. KPPL/F/NISHAN/DRUG-14-15/240 was addressed by the Company to the Complainant challenging the validity of the aforesaid test report. Thereafter, a show cause notice dated September 23, 2014 bearing no. Drugs (7) Pb. 2014/24628-30 issued by the Licensing Authority Punjab directing the Company to show cause as to why the drugs manufacturing licenses of the Company may not be cancelled/ suspended. The Complainant directed the Company to stop further sale of the





said Drug and to send a batch recall circular to the dealers to whom the said Drug was sold by the Company. Thereafter, the Complainant has further directed the Company to reply within 15 (fifteen) days of the receipt of the said Notice. The Complainant has, therefore, *inter-alia* prayed that the Court shall take the necessary action against the Accused for violation of Section 18 (a) (i) read with Section 27 (d) of the D.C. Act. The matter is currently pending.

- (o) The Drugs Inspector, Food Control and Drugs Administration, Collectorate, Aligarh (“**Inspector**”) has addressed a notice dated December 18, 2014 bearing no. FSDA/ADHOMANAC OSHDI – 2014/ 172 to the Company (“**the Accused**”) for contravention of Section 18 (a) (i) of the D.C. Act which is punishable under Section 27 of the D.C. Act. The Inspector, *inter alia*, drew the sample drug i.e. Cefadroxil Oral Suspension IP, Batch No. D-382 (“**the said Drug**”) with expiry date of April 4, 2015 manufactured by the Company and alleged that the said Drug sample does not conform to IP, in respect of Assay and that the Company had failed to furnish records as requested. The Inspector has also in accordance with the provisions of Section 23 of the D.C. Act and the Drugs and Cosmetics Rules 1945 forwarded to the Company, one portion of a sealed sample and a copy of test report under Section 25 of the D.C. Act, and has, *inter alia*, requested the Company to provide supporting documents related to the said Drug, if any, under Section 25 of the said D.C. Act within 7 (seven) days of the receipt of the test report. The Inspector has directed the Company to stop further use of the said Drug and to send a batch recall circular to the dealers to whom the said Drug was sold by the Company. Subsequently, a reply letter dated January 5, 2014 bearing no. KPPL/F/NISHAN/DRUG-14-15/265 was addressed by the Company to the Inspector *inter alia* challenging the validity of the aforesaid report. The Drugs Inspector, Amroha has addressed a notice dated June 25, 2015 bearing no. AU. NI./ MISBRANDED/ 2015/ 309 to the Company, *inter alia*, alleging that the said Drug was declared as misbranded in respect of labelling by the Government Analyst. The Inspector had further directed the Company to stop further sale of the said Drugs and to forward a batch recall circular to the dealers to whomsoever the said Drug was sold by the Company. Thereafter, the Inspector had directed the Company to file its reply to the aforesaid notice dated June 25, 2015 within 7 (Seven) days of the receipt of the said Notice. The matter is currently pending.

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of cases	Amount in dispute* (in Rs.)
1.	Income-tax	4	2,93,89,730/-

\*to the extent quantifiable

#### (a) Notice dated March 30, 2015 issued to the Company for Assessment Year 2012-2013

A notice under Section 143(2) of the Income-tax Act, 1961 was issued to the Company on August 6, 2013. Further, fresh notices were issued to the Company on November 12, 2014 under Section 143(2) and Section 142(1) of the Income-tax Act, 1961. An Assessment Order dated March 30, 2015 (“**Assessment Order**”) was passed by Assistant Commissioner of Income-tax, Circle-IV, Amritsar (“**Assessing Officer**”) under Section 143 (3) of the Income-tax Act, 1961 against the Company. Initially, a Notice dated August 6, 2013 under Section 143 (2) of the Income-tax Act, 1961 was issued to the Company. Subsequently, fresh notices under Section 143 (2) and Section 142 (1) of the Income-tax Act, 1961 were issued to the Company on November 12, 2014. Further a show cause notice]was issued to the Company under which the Company was asked to show cause as to why certain share application money and premium received in the financial year 2011-2012 may not be treated as unaccounted money of the Company. The Company was inter-alia asked to produce persons from whom such share application money was taken and to establish the credit-worthiness of the said persons. Particularly, details regarding the share application money of Rs. 2,00,00,000/- (Rupees Two Crores only) for 1,60,000 (One Lakh Sixty Thousand only) shares and the share premium amount of Rs. 240/- (Rupees Two Hundred and Forty only) per share received from Complete Equity Private Limited were demanded from the Company. The aforesaid show cause notice further stated that failure to provide the aforesaid details would result in an amount of Rs.3,24,45,250/- (Rupees Three Crores Twenty Four Lakhs Forty Five Thousand Two Hundred and Fifty only) being added to the taxable income of the Company. The Company filed its reply dated March 23, 2015 furnishing the requisite details and stating that no addition of the amount of Rs.1,24,42,250/- (Rupees One Crore Twenty Four Lakhs Forty Two Thousand Two Hundred and Fifty only). In the view of the above, under the Assessment Order, an amount of Rs.3,15,01,000/- (Rupees Three Crores Fifteen Lakhs and One Thousand only) were determined as unexplained credits falling under Section 68 of the Income-tax Act, 1961 which would be liable to be charged to tax. Further, penalty proceedings under Section 271(1)(c) of the Income-tax Act, 1961 were initiated against the Company. Further, penalty under Section 274 read with Section 271(1)(c) of the Income-tax Act, 1961 was levied on the Company for concealing and furnishing



inaccurate particulars of its income. Simultaneously with the Assessment Order, the Assessing Officer issued a notice dated March 30, 2015 under Section 271(1)(c) of the Income-tax Act, 1961 to the Company with regard to Assessment Year 2012-2013, summoning the Company to appear before it on April 17, 2015 and show cause as to why the Assessing Officer should not levy the penalty for non-compliance of Section 271 of the Income-tax Act, 1961. Subsequently, a demand notice dated May 13, 2015 bearing no. DCIT/C-4/ASR/Misc./2015-16/ was issued by the Deputy Commissioner of Income Tax, Circle – 4, Amritsar to the Company in order to make the payment of the amount of Rs. 1,43,54,677/- (Rupees One Crore Forty Three Lakhs Fifty Four Thousand Six Hundred and Seventy Seven only) within 7 (seven) days of receipt of the demand notice. Another demand notice dated August 27, 2015 was issued against the Company under which the Company was asked to show cause as to why a penalty should not be levied under Section 221 (1) of the Income Tax Act, 1961. Further, a demand notice dated September 10, 2015 for an amount of Rs.2,31,210/ (Rupees Two Lakhs Thirty One Thousand Two Hundred and Ten only) was issued to the Company under which the Company was *inter alia* asked to show cause as to why a penalty amount under Section 221 (1) of the Income Tax Act, 1961 should not be levied on the Company. Further, another demand notice dated September 21, 2015 for an amount of Rs.1,33,54,680/- (Rupees One Crore Thirty Three Lakhs Fifty Four Thousand Six Hundred and Eighty only) was issued to the Company under which the Company was *inter alia* asked to show cause as to why a penalty amount under Section 221 (1) of the Income Tax Act, 1961 should not be levied on the Company. The Assessing Officer further directed the Company to appear before him in person or through authorized representative on September 29, 2015. The matter is currently pending.

**(b) Notice dated August 27, 2015 issued to the Company for the Assessment Year 2013-14**

A demand notice dated August 27, 2015 for an amount of Rs. 1,17,099/- Rupees One Lakh Seventeen Thousand Ninety Nine only) was issued under Section 221 (1) of the Income Tax Act, 1961 by the Assistant Commissioner of Income-Tax, Circle-4, Amritsar (“**Assessing Officer**”) to the Company under which the Company was asked to show cause as to why a penalty amount should not be levied on the Company. The Assessing Officer further directed the Company to appear before him on September 15, 2015. The matter is currently pending.

**(c) Notice dated September 8, 2015 issued to the Company for the Assessment Year 2010-11**

A demand notice dated September 8, 2015 for an amount of Rs. 4, 50,014/- Rupees Four Lakhs Fifty Thousand and Fourteen only) and another demand notice dated September 8, 2015 for an amount of Rs. 8,82,050/- Rupees Eight Lakhs Eighty Two thousand and Fifty only) was issued under Section 221 (1) of the Income Tax Act, 1961 by the Assistant Commissioner of Income-Tax, Circle-4, Amritsar (“**Assessing Officer**”) to the Company under which the Company was directed to show cause as to why a penalty amount should not be levied on the Company. Thereafter, the Assessing Officer directed the Company to appear before him on October 7, 2015. The matter is currently pending.

**(d) Notice dated August 28, 2015 issued to the Company for the Assessment Year 2014-15**

A notice dated August 28, 2015 was issued by the Assistant Commissioner of Income-Tax, Circle-4, Amritsar (“**Assessing Officer**”) to the Company under Section 143 (2) of the Income – Tax Act, 1961 under which further information was sought from the Company with respect to the return of income filed by the Company on November 29, 2014 for the assessment year 2014-15. Thereafter, the Assessing Officer directed the Company to appear before him on September 14, 2015. The matter is currently pending.

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

**Suit for Declaration filed by K. Yadav, Principal Officer/ Proprietor of Messrs. India Health Care against (1) Mr. Ramesh Arora, Managing Director of the Company; and (2) the Company**

K. Yadav, Principal Officer/ Proprietor of Messrs. India Health Care ( “**the Plaintiff**”) has filed Suit for Declaration before the court of Civil Judge, Senior Division, Amritsar against (1) Mr. Ramesh Arora, Managing Director of the Company; and (2) the Company (collectively “**the Defendants**”). The Plaintiff who is in the business of wholesale medicines, alleges that it had placed an order with the Company for supply of various medicines of value Rs. 8,20,000/- (Rupees Eight Lakhs Twenty Thousand only) and that a sum of Rs.4,75,000/- (Rupees Four Lakhs and Seventy Five Thousand only) approximately out of the aforesaid amount has been paid to the Company by the



Plaintiff while medicines worth approximately Rs. 4,75,000/- (Rupees Four Lakhs and Seventy Five Thousand only) were supplied by the Company to the Plaintiff. The Plaintiff also alleges that it had issued 4 (four) blank cheques bearing nos. 334751, 334752, 334754 and 334757 in favour of Defendant as security which were to be returned to the Plaintiff upon completion of the transaction. The Plaintiff further alleges that the invoices raised by the Company were for double the amount of the value of medicines supplied. Moreover, the Plaintiff claims that the Defendants presented two of the four blank cheques, which were given only as security for encashment. The Plaintiff states that thereafter, it caused a legal notice to be served upon the Defendants inter-alia requesting them to return the four cheques and settle all accounts within 15 (fifteen) days of receipt of the notice. In response, the Company caused a legal notice dated January 14, 2011 to be served upon the Plaintiff under Section 138 of Negotiable Instruments Act, 1881. Accordingly, the Plaintiff filed the aforesaid suit for (1) declaration that the aforesaid cheques were provided to the Defendants as security and were to be returned to the Plaintiff on completion of the transaction; and (2) seeking a permanent injunction restraining the Company from presenting the aforesaid cheques and praying that the cheques be returned to the Plaintiff. The matter is currently pending.

**Suit for Recovery CS (COMM) No.194 of 2016 filed by (1) Reza Daru Pars Company; (2) Yasin Daru Pars Company; and (3) HPE Pharma GmbH against (1) Nani Pharmaceuticals Private Limited; and (2) the Company**

(1) Reza Daru Pars Company; (2) Yasin Daru Pars Company; and (3) HPE Pharma GmbH (**collectively “the Plaintiffs”**) have filed Suit for Recovery CS (COMM) No.194 of 2016 dated February 18, 2016 before the High Court of Delhi at New Delhi against (1) Nani Pharmaceuticals Private Limited; and (2) the Company (collectively **“the Defendants”**) recovery of a sum of Rs.18,53,61,395/- (Rupees Eighteen Crores Fifty Three Lakhs Sixty One Thousand Three Hundred Ninety Five only). The Plaintiffs allege that Reza Daru Pars Company has purchased certain medicines from the Defendants. It is further alleged that as per the agreement between the parties, if required, samples of the aforesaid medicines would be tested by approved labs in Germany/United Kingdom and upon failure to pass the lab test, Nani Pharmaceuticals Private Limited would compensate the Plaintiffs for the entire expenses incurred by Plaintiff towards test charges, transport charges and all ancillary expenses incurred in respect of the aforesaid medicines. The drugs manufactured by the Company were supplied by Nani Pharmaceuticals to the Plaintiffs along with the drugs manufactured by itself. The Plaintiffs received complaints from the Ministry of Health & Medical Education, Iran in respect of certain drugs manufactured by Company and supplied by Nani Pharmaceuticals Private Limited namely “Thiopental Vial, Cytrabine Injection BP, Metotrexat for Injection and Fluroracil Injection” stating that the same did not meet acceptable quality standards. Accordingly, in the year 2013, the Plaintiffs were directed to recall all series of the product “Thiopental Vial (0.5 & 1g)” by Ministry of Health & Medical Education of Iran. Thereafter, in the year 2014, the Ministry of Health & Medical Education of Iran once again intimated the Plaintiffs of various complaints received by it in respect of the drug “Thiopental Vial (0.5 & 1g)” manufactured by the Company during the previous 2 (two) years and once again directed the Plaintiffs to recall the subject medicines. It is alleged that the Plaintiffs carried out the recall process for medicines manufactured by the Defendants. It is further alleged that the Plaintiffs incurred an additional expense of Rs 30,00, 000/- (Rupees Thirty Lakhs only) for retesting the drugs with the Food and Drug Organization of Ministry of Health and Medical Education, Islamic Republic of Iran. The Plaintiffs allege that they have incurred a loss of Rs.13,05,42,918/- (Rupees Thirteen Crores Five Lakhs Forty Two Thousand Nine Hundred and Eighteen only) due to the recall of the drugs and loss of Rs.5,48,18,477/- (Rupees Five Crores Forty Eight Lakhs Eighteen Thousand Four Hundred and Seventy Seven only) on account of loss of goodwill and have demanded that the Defendants jointly and severally, pay Rs.18,53,61,395/- (Rupees Eighteen Crores Fifty Three Lakhs Sixty One Thousand Three Hundred Ninety Five only) along with interest thereon @ 18 % per annum calculated from the date of the plaint until realisation.

**B. LITIGATION FILED BY OUR COMPANY**

**1. Litigation Involving Criminal Laws**

**Complaint No.1750 of 2012 filed by the Company against Messrs. India Healthcare against the Company**

The Company has filed a Complaint bearing no. 1750 of 2012 before the Court of Ilauqa Magistrate, Amritsar against Messrs. India Health Care (“IHC”) under Section 138 of the Negotiable Instruments Act, 1881. The Accused has issued cheque no.334754 dated December 8, 2012 for a sum of Rs.1,00,000/- drawn on the Indian Overseas Bank to the Company. The Company presented the aforesaid cheque for encashment with its bank and the same was dishonoured on account of insufficient funds in the bank account of IHC. The Company had issued a legal notice dated December 12, 2011 to IHC inter-alia calling upon it to pay the said amount; however, no response was



received. Accordingly, the Company filed the present complaint *inter-alia* for issuance of process against IHC under Section 138 of the Negotiable Instruments Act, 1881. The matter is currently pending.

## 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

## 3. Litigation involving Tax Liabilities

### (i) Direct Tax Liabilities

NIL

### (ii) Indirect Taxes Liabilities

NIL

## 4. Other Pending Litigations

- (a) The Company (“**Complainant**”) has filed complaint before the President, State Consumer Disputes Redressal Commission, Punjab, Chandigarh under Section 12 of the Consumer Protection Act, 1986 (“**the C.P. Act**”) against (i) United India Insurance Company Limited, registered office, Chennai; and (ii) United India Insurance Company Limited, branch office, Amritsar (collectively “**the Accused**”). The Company had sold its pharmaceutical products (“**said goods**”) to ELBE (Pharma) Germany to be delivered to laboratories Internacionales S.A., Honduras and same were hijacked on the highway by the armed robbers. The said goods were insured vide the Marine Cargo policy with the Accused, the Complainant filed a claim with the Accused on account of loss of the said goods. The Accused delayed the settlement of the claim and the Complainant suffered losses due to the negligence and deficient services of the Accused. Accordingly, the Complainant filed the Complaint pursuant to the aforesaid theft, *inter-alia* praying that (i) the Accused may be ordered to pay the entire claim amount arisen on account of loss suffered by the Complainant for the loss of goods insured alongwith interest @ 12 (twelve) % per annum; (ii) the accused may be ordered to pay the damages to the tune of Rs. 5,00,000/- (Rupees Five Lakhs only) for the mental tension, agony & wastage of valuable time of the Complainant; (iii) the accused may be ordered to pay all the costs and expenses of the proceedings to the tune of Rs. 33,000/- (Rupees Thirty Three Thousand only); and (iv) Any other relief to which the Complainant is found entitled under law may also be granted to the complainant. The matter is currently pending.

### (b) Civil Suit No. 85 of 2016 filed by Shalina Laboratories Private Limited & Amina Limited against the Company

A Civil Suit bearing no. 85 of 2016 has been filed by the Plaintiffs, dated February 8, 2016 (“the Suit”) against the Defendants before the Hon’ble High Court of Bombay *inter alia* praying that the Defendants shall be restrained by a temporary order and injunction of the Hon’ble Court from (i) manufacturing, selling, offering for sale, exporting, advertising, marketing and/or in any manner dealing to pharmaceutical preparation bearing the impugned Trade Mark “TANZOL”; (ii) from using Trade Mark “TANZOL” or any other deceptively similar Mark for carton/packaging/trade dress for the product by reproducing in any material form or using the same or any colourable imitation therein; (iii) from using Trade Mark “TANZOL” or any other deceptively similar Mark for carton/label/packaging/trade dress which is reproduction and/ or substantial reproduction of Plaintiffs artistic work in the carton of product “TANZOL” so as to pass off the Defendants’ goods as goods of the Plaintiff; and (iv) from permitting export of the medicinal and pharmaceutical preparations bearing the mark “TANZOL” and/ or bearing the artwork of “TANZOL”; and any other reliefs and that (v) the Hon’ble Court may appoint a Court Receiver with all powers under Order XL Rule 1 of the Civil Procedure Code, 1908 in order to take possession thereof with police protection. Further, the Plaintiffs *inter alia* praying to the Hon’ble High Court of Bombay that the Defendants shall (i) be ordered and decreed to pay to the Plaintiffs a sum of Rs. 10,00,000/- (Rupees Ten Lakhs only) by way of the damages and also to furnish a true and faithful account of all profits earned by them by using of the impugned Trade Mark; (ii) be ordered and decreed to destroy all the products, packs, packaging materials, goods and things bearing the impugned trademark; and (iii) bear the costs of the said Suit. A Notice of Motion bearing no. 378 of 2016 was filed by Shalina Laboratories Private Limited and Anima Limited (“**the Plaintiffs**”) in Suit no. 85 of 2016 against the Company (“**the Defendants**”) and Commissioner of Customs (“**the Respondents**”) before the Hon’ble High Court of Bombay *inter alia* seeking the reliefs that the Defendants shall be restrained by a temporary order and injunction of this Hon’ble Court from (i) manufacturing, selling,





offering for sale, exporting, advertising, marketing and/or in any manner dealing to pharmaceutical preparation bearing the impugned Trade Mark “TANZOL”; (ii) from using Trade Mark “TANZOL” or any other deceptively similar Mark for carton/packaging/trade dress for the product by reproducing in any material form or using the same or any colourable imitation therein; (iii) from using Trade Mark “TANZOL” or any other deceptively similar Mark for carton/label/packaging/trade dress which is reproduction and/ or substantial reproduction of Plaintiffs artistic work in the carton of product “TANZOL” so as to pass off the Defendants’ goods as goods of the Plaintiff; and (iv) from permitting export of the medicinal and pharmaceutical preparations bearing the mark “TANZOL” and/ or bearing the artwork of “TANZOL”; and any other reliefs and that (v) the Hon’ble Court may appoint a Court Receiver with all powers under Order XL Rule 1 of the Civil Procedure Code, 1908 in order to attend into the Defendants premises including godowns, warehouse and factory where the goods bearing the impugned Trade Mark “TANZOL” are stocked or manufactured. An Affidavit in support of the said Notice of Motion dated October 7, 2015 was filed before the Hon’ble High Court of Bombay. The matter is currently pending.

## **PART 2: LITIGATION RELATING TO OUR DIRECTORS**

### **A. LITIGATION AGAINST OUR DIRECTORS**

#### **1. Litigation Involving Criminal Laws**

NIL

#### **2. Litigation Involving Actions by Statutory/Regulatory Authorities**

Except as disclosed in the Part 1(A)(2) relating to matters involving Mr. Ramesh Arora, Managing Director of the Company and Mr. Ajay Arora, Whole-time Director of the Company, there are no other litigations involving actions by statutory/regulatory authorities against the Directors of the Company.

#### **3. Litigation involving Tax Liabilities**

##### **(i) Direct Tax Liabilities**

NIL

##### **(ii) Indirect Taxes Liabilities**

NIL

#### **4. Other Pending Litigations**

NIL

### **B. LITIGATION FILED BY OUR DIRECTORS**

#### **1. Litigation Involving Criminal Laws**

NIL

#### **2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **3. Litigation involving Tax Liabilities**

##### **(i) Direct Tax Liabilities**

NIL

##### **(ii) Indirect Taxes Liabilities**

NIL



**4. Other Pending Litigations**

NIL

**PART 3: LITIGATION RELATING TO OUR PROMOTERS**

**A. LITIGATION AGAINST OUR PROMOTERS**

**1. Litigation Involving Criminal Laws**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

Except as disclosed in the Part 1(A)(2) relating to matters involving Mr. Ramesh Arora and Mr. Ajay Arora, Promoters of the Company, there are no other litigations involving actions by statutory/regulatory authorities against the Promoters of the Company.

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR PROMOTERS**

**1. Litigation Involving Criminal Laws**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR GROUP COMPANIES**

**1. Litigation involving Criminal Laws**



NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR GROUP COMPANIES**

**1. Litigation involving Criminal Laws**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**PART 5: LITIGATION RELATING TO OUR SUBSIDIARY**

**A. LITIGATION FILED AGAINST OUR SUBSIDIARY**

**1. Litigation Involving Criminal Laws**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

Sr. No.	Nature of Matter	No. of Claims	Amount of Each Claim (to the extent quantifiable)
1.	Litigation Involving Direct Tax Liabilities	NIL	NIL
2.	Litigation Involving Direct Tax Liabilities	NIL	NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARY****1. Litigation Involving Criminal Laws**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities****(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

Sr. No.	Nature of Matter	No. of Claims	Amount of Each Claim (to the extent quantifiable)
1.	Litigation Involving Direct Tax Liabilities	NIL	NIL
2.	Litigation Involving Direct Tax Liabilities	NIL	NIL

**4. Other Pending Litigations**

NIL

**AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS****Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development, 2006**

As of December 31, 2015, the principal amount remaining unpaid on a consolidated basis is NIL. There are no cases of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development, 2006.

**Material Creditors of our Company having an amount outstanding as on December 31, 2015 more than 33.11 Lakhs, being 5% of the Company's consolidated trade payables as per the last audited financial statements of our Company**

There are no trade payables more than 5% of the Company's consolidated trade payables as per the last audited financial statements as on December 31, 2015, other than 2 (two) with an outstanding of Rs. 114.20 Lakhs which is 17.24% of our consolidated trade payables as on December 31, 2015.

For further details, please see website at [www.kwalitypharma.com](http://www.kwalitypharma.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, would be doing so at its own risk.*

**Outstanding Litigations involving the Company, its subsidiary, associates or involving any other person or company whose outcome may have a material adverse effect on the Company's consolidated results of operations or financial position.**

Except as described above, as on date of this Prospectus, there are no outstanding litigations involving the Company and its subsidiary, associates or involving any other person or company whose outcome may have a material adverse effect on the Company's consolidated results of operations or financial position.

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.**

Except as stated above under the Section titled — "Outstanding Litigation and Material Developments – Litigations against our Directors – Litigation Involving Actions by Statutory/Regulatory Authorities", there are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 (five) years against our Company or our Subsidiary.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company or our Subsidiary.

**Material Fraud against our Company in the last 5 (five) years**

There has been no material fraud committed against our Company in the last 5 (five) years.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of the Prospectus for the Company and its Subsidiary for default or outstanding defaults.

**Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date. For further details, please see the chapter titled — "*Management Discussions and Analysis of Financial Conditions and Result of Operations*" beginning on page 205.

Except as described above, as on date of this Prospectus, there are no outstanding litigations involving the Company, its subsidiary, associates or involving any other person or company whose outcome may have a material adverse effect on the Company's consolidated results of operations or financial position.



## **GOVERNMENT & OTHER APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Offer or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Offer or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

### **Approvals for the Issue**

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 January 16, 2016 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the extra ordinary general meeting held on February 10, 2016 authorized the Issue.
3. In-principle approval dated June 17, 2016 from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. The ISIN of our Company is INE552U01010.

### **Approvals pertaining to Incorporation, name and constitution of our Company**

1. Certificate of Incorporation dated May 4, 1983 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh in the name of “Kwality Pharmaceuticals Private Limited”.
2. A fresh Certificate of Incorporation consequent upon change of name from “Kwality Pharmaceuticals Private Limited” to “Kwality Pharmaceuticals Limited” was issued on December 28, 2015 by the Registrar of Companies, Chandigarh.
3. The Corporate Identification Number (CIN) of our Company is U24232PB1983PLC005426.

### **I. GENERAL APPROVALS**

1. Certificate of Registration dated March 18, 2015, under Employee State Insurance Act, 1948 bearing Code No. 29000158390000305, issued by the Employee State Insurance Corporation, which is valid until cancelled.
2. Certificate of Registration dated March 18, 2015, under Employees Provident Funds & Miscellaneous Provisions Act, 1952, bearing Code No. LDASR0015878000, issued by the Employee Provident Fund Organisation, which is valid until cancelled.
3. Certificate of Importer-Exporter Code (IEC) dated November 25, 2009 issued by the Foreign Trade Development Officer, Ministry of Commerce and Industry, Govt. of India, bearing IEC No.:1293001210, which is valid until cancelled.



## II. TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAACK6458M	-	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	AMRK10039B	-	Valid until cancelled
3.	Certificate of Registration issued under Service Tax Code Registration	Central Board of Excise and Customs, Ministry of Finance – Department of Revenue	AAACK6458MST001	August 4, 2008	Till the business is discontinued

## III. APPROVALS RELATING TO THE COMPANY'S UNIT SITUATED AT JASSUR, HIMACHAL PRADESH

Sr. No.	Description	Issuing Authority	Registration/Co de Number	Date of Issue	Date of Expiry
1.	License to manufacture for sale or for distribution of drugs specified in Schedules C and C (1) excluding those specified in Schedule X of the Drugs and Cosmetics Rules, 1945	Assistant Drug Controller cum Drug Licensing Authority, HQ Mandi, H.P. NNZ/ 08/ 40	NNZ/ 08/ 40	June 28, 2013	June 27, 2018
2.	License to manufacture for sale or for distribution of drugs specified in Schedules C and C (1) excluding those specified in Schedule X of the Drugs and Cosmetics Rules, 1945	Assistant Drug Controller cum Drug Licensing Authority, HQ Mandi, H.P. BNZ/ 08/ 41	BNZ/ 08/ 41	June 28, 2013	June 27, 2018
3.	Certificate of Registration, under Central Sales Tax Act, 1957	Excise and Taxation Department, Government of Himachal Pradesh	TIN - 02060501606	-	Valid until cancelled
4.	Certificate of Pharmaceuticals Products	Assistant Drugs Controller (India)	NZTCH-SZO/HIM/COPP /KP/158/276	May 4, 2016	Valid until cancelled
5.	Certificate of Good Manufacturing Practices for the dosage forms, categories and activities as stated under Table 1 of the said Certificate	Assistant Drugs Controller cum Licensing Authority,	HSR/ADC-MND/2016-1037	May 27, 2016	May 26, 2018

## IV. APPROVALS RELATING TO THE COMPANY'S UNIT SITUATED AT AMRITSAR

Sr. No.	Description	Code Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Industrial Entrepreneurs Memorandum Acknowledgement	General Manager, District Industries Centre, Amritsar	30021200021SSI	June 6, 2008	N.A.
2.	Certificate of Recognition for Star Export House	Joint Director General of Foreign Trade	JB/ 0792	March 25, 2013	March 31, 2017



3.	Advance Authorisation to Export : Clarithromycin Tablets 500 mg and Import : Clarithromycin	Assistant Director General of Foreign Trade Development, Amritsar	Authorisation No: 1210009500	August 26, 2015	Valid until cancelled
4.	Advance Authorization to Export : Maprotiline Hydrochloride and Import ; Maprotiline Hydrochloride	Assistant Director General of Foreign Trade Development, Amritsar	Authorisation No: 1210009466	February 25, 2015	Valid until cancelled
5.	Advance Authorisation to Export: (i)Nystain Oral Suspension, 30ml bottle (ii) Nystain Tablets 500000 IU (iii) Nystain Tablets 100000 IU (iv) Nystain Ointment (v) Metronidazole 500mg + Neomycin Sulphate 65000 IU + Nystatin 100000 IU tablets and Import of : Nystatin	Assistant Director General of Foreign Trade Development, Amritsar	Authorisation No: 1210009416	July 24, 2014	Valid until cancelled
6.	Advance Authorisation to export : Glucosamine Sulfate sustained release tablets 1500mg and import : Glucosamine Sulfate Potassium Chloride	Assistant Director General of Foreign Trade Development, Amritsar	Authorisation No : 1210009404	July 04, 2014	Valid until cancelled
7.	Certificate of Registration under the Punjab General Sales Tax Act, 1948	Managing Director of Excise and Taxation Department, Ward – 10, Amritsar II	20269913	December 14, 1987	Vaild until cancelled
8.	Certificate of Registration under Punjab Value Added Tax Act,, 2005 for the office situated at Tungbala, Majitha Road, Amritsar – 143004	Excise and Taxation Officer, Amritsar 2	03391061164	April 1, 2005	Valid until cancelled
9.	Certificate of Registration under Central Sales Tax Act, 1956 for the office situated at Tungbala, Majitha Road, Amritsar – 143004	Excise and Taxation Officer, Amritsar	03391061164	February 15, 2016	Valid until cancelled
10.	Central Excise Registration Certificate	Excise and Taxation Officer-cum-Assessing Authority, Ward : 10 District: Amritsar 2	AAACK6458MXM002	October 29, 2004	Valid until cancelled








11.	License to manufacture for sale (or distribution of) drugs other than specified in (Schedule C and C(1) and X) of the Drugs and Cosmetics Rules, 1945	State Drugs Controlling and Licensing Authority, Punjab, Chandigarh	1800 – OSP	February 15, 2016	December 27, 2020
12.	License to manufacture for sale (or distribution of) drugs other than specified in (Schedule C and C(1) and X) of the Drugs and Cosmetics Rules, 1945	State Drugs Controlling and Licensing Authority, Punjab, Chandigarh	1804 – B	February 15, 2016	December 27, 2020
13.	License to sell stock or exhibit or offer for sale or Distribution Drugs	Assistant Drugs Controller, State Drugs Controller & Licensing Authority, Punjab, Chandigarh	15319 - OW and 15134 – W	November 12, 2012	November 11, 2017
14.	Certificate of Good Manufacturing Practices under the Schedule ‘M’ of the Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules 1945.	Licensing Authority and State Drugs Controlling Authority, Director, Health and Family Welfare, Punjab, Chandigarh	Drugs (5) Pb. 2016/ 2670	February 15, 2016	March 11, 2018
15.	Certificate of Good Manufacturing Practices for the dosage forms, categories and activities as stated under Table 1 of the said Certificate	Assistant Drugs Controller & Licensing Authority, Punjab	1718/2016	March 10, 2016	March 9, 2018
16.	Certificate of Good Laboratories Practices	Licensing Authority, Assistant Drug Controller, Punjab, Chandigarh	Drugs (5) Pb. 2016/ 2672	February 15, 2016	February 14, 2018
17.	License to manufacture drugs from who already possesses manufacturing drugs license under Drugs and Cosmetics Rules, 1945 and Manufacturer Licence under Punjab Narcotics Drugs & Psychotropic Substances, 2012	Licensing Authority and State Drug Controlling Authority, Punjab, Chandigarh	ND-(Mfg.)-50-Pb.-2016	March 4, 2016	December 27, 2020
18.	Certificate under the Drugs and Cosmetics	Licensing Authority and State Drugs	Drugs (4) Pb. 2014/ 3273	February 7, 2014	N.A.




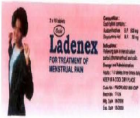



	Act, 1940 and the Drugs and Cosmetics Rules 1945.	Controlling Authority, Director, Health and Family Welfare, Punjab, Chandigarh			
19.	Certificate under the Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules 1945.	Licensing Authority and State Drugs Controlling Authority, Director, Health and Family Welfare, Punjab, Chandigarh	Drugs (4) Pb. 2014/ 3274-75	February 7, 2014	N.A.
20.	Certificate of registration of ISO 9001:2008 for the manufacture and marketing of pharmaceutical products as per drug license	British Certificate Inc., certifying Quality Management System	Certificate No. 14300	September 29, 2015	September 28, 2018
21.	Certificate of registration of ISO 14001:2004 for the manufacture and marketing of pharmaceutical products as per drug license	British Certificate Inc., certifying Quality Management System	Certificate No. 14301	September 29, 2015	September 28, 2018
22.	Factory license issued under the Factories Act, 1948.	Chief Inspector of Factories, Punjab	AMR/ K-276/1190/248/795	January 1, 2016	December 31, 2020
23.	License issued under Food and Safety and Standards Act, 2006	Central Licensing Authority under Food Safety and Standards Act, 2006	10016063000809	January 6, 2016	January 5, 2021

## V. INTELLECTUAL PROPERTY RIGHTS APPROVALS

Our Company has 9 (nine) trademarks registered in its name which are as follows:

S. No.	Particulars of Mark	Word/ Label Mark/ Device Mark	Application No.	Date of Filing	Class	Status
1.		Device	1887011	November 20, 2009 Valid upto: November 20, 2019	5	Registered
2.		Device	1886996	November 20, 2009 Valid upto: November 20, 2019	5	Registered
3.		Device	1887006	November 20, 2009 Valid upto: November 20, 2019	5	Registered
4.		Device	1887005	November 20, 2009 Valid upto: November 20, 2019	5	Registered



						
5.		Device	1887004	November 20, 2009 Valid upto: November 20, 2019	5	Registered
6.		Device	1886999	November 20, 2009 Valid upto: November 20, 2019	5	Registered
7.		Device	1829571	June 16, 2009	5	Registered
8.		Device	1887008	November 20, 2009 Valid upto: November 20, 2019	5	Registered
9.	VENIGRA	Word	1488808	September 19, 2006 Valid upto: September 19, 2016	5	Registered

## VI. PENDING APPROVALS

The Company has applied for the following approvals and the same is pending registration/receipt:


1. Renewal Application made for the Consent to Operate under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 and Consent to Operate under Section 25 or Section 26 of the Water (Prevention and Control of Pollution) Act, 1974 under the Himachal Pradesh Environmental Protection and Pollution Control Board with respect to the Himachal Pradesh unit.
2. Renewal Application made on April 24, 2016 for the Consent to Operate under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 and Consent to Operate under Section 25 or Section 26 of the Water (Prevention and Control of Pollution) Act, 1974 under the Punjab Pollution Control Board with respect to the Amritsar unit.
3. Application for obtaining factory license under the Factories Act, 1948 with respect to the Himachal Pradesh unit.
4. Application dated November 09, 2015 for the grant of Advance License for 7.5gm of Dinoprostone, (Ref: KW/ADLIC/Dinoprostone 7.5gm/-11) before the Deputy Director General Foreign Trade, The Mall, Amritsar.
5. Application dated November 09, 2015 for the grant of Advance License for 500gm of Pilocarpine Nitrate (Ref: KW/ADLIC/Pilocarpine Nitrate 500gm/-12) before the Deputy Director General Foreign Trade, The Mall, Amritsar.
6. Application dated January 02, 2015 for the grant of Advance License for 80gm of Vinorelbine Tartrate (Ref: KW/ADLIC/Vinorelbine Tartrate 80 gm /-08) before the Deputy Director General Foreign Trade, The Mall, Amritsar.



7. Application dated November 12, 2015 for the grant of Advance License for 4 kg of Citiolone (Ref: KW/ADLIC/Citolone 4 kg/-11) before the Deputy Director General Foreign Trade, The Mall, Amritsar.
8. Application dated November 12, 2015 for the grant of Advance License for 8kg of Clindamycin Phosphate (Ref: KW/ADLIC/Clindamycin Phosphate 8 kg/-11) before the Deputy Director General Foreign Trade, The Mall, Amritsar.
9. Our Company has made applications for registration of 13 (thirteen) trademarks which are pending before the relevant authorities. They are as follows:

S. No.	Particulars of Mark	Word/ Label Mark/ Device	Application No.	Date of Filing	Class	Status
1.		Device	3182415	February 11, 2016	35	New Application
2.		Device	3182416	February 11, 2016	35	New Application
3.		Device	3182417	February 11, 2016	35	New Application
4.		Device	1887016	November 20, 2009	5	Opposed
5.		Device	1887014	November 20, 2009	5	Opposed
6.		Device	1887013	November 20, 2009	5	Opposed
7.		Device	1887009	November 20, 2009	5	Objected
8.		Device	1887007	November 20, 2009	5	Opposed
9.		Device	1887002	November 20, 2009	5	Opposed
10.		Device	1887001	November 20, 2009	5	Objected
11.		Device	1886998	November 20, 2009	5	Opposed
12.		Device	1886997	November 20, 2009	5	Opposed



13.		Device	1886995	November 20, 2009	5	Advertised before acceptance
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The Company is yet to apply to the concerned authorities for the following licenses/approvals:

1. License to be obtained by the Company under Food and Safety and Standards Act, 2006 with respect to the Himachal Pradesh Unit; and
2. Entrepreneurs Memorandum under the Micro, Small and Medium Enterprises Development Act, 2006 with respect to the Himachal Pradesh Unit.



## **SECTION VII- OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Offer**

Our Board of Directors have vide resolution dated January 16, 2016 authorized the Offer, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Offer, by passing a Special Resolution at the Extra Ordinary General Meeting held with on February 10, 2016 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholder namely TR Metals Private Limited for up to 12,00,000 Equity Shares offered pursuant to its board resolution dated March 12, 2016.

The Company has obtained approval from BSE vide letter dated June 17, 2016 to use the name of BSE in this Offer Document for listing of equity shares on the SME platform of the BSE. BSE is the designated stock exchange.

### **Prohibition by SEBI**

The Company, its Promoters, its Promoters Group, its Directors or any of the Company's Associates or Group Companies and Companies with which the Directors of the Company are associated as Directors or Promoters, or Directors or Promoters in control of, of the promoting Company, are currently not prohibited from accessing or operating in the capital market under any order or direction passed by SEBI.

Our Company, our Promoters, our Promoter Group, our Directors have not been debarred from accessing or operating in the capital market by the Board (SEBI) or any other regulatory or governmental authority. The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

### **Prohibition by RBI**

Neither our Company, our Promoters, our Promoter Group, our Group Companies, relatives of our Promoters (as defined under the Companies Act), our Directors and Companies with which our Directors are associated as directors or promoters have not been declared as willful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them.

### **Association with Securities Market**

We confirm that none of our Directors are associated with the securities market in any manner except for trading on day to day basis for the purpose of investment.

### **Eligibility for the Issue**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE).



**We confirm that:**

a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten more than 15% of the Total Issue Size. For further details pertaining to said underwriting, please refer to “General Information – Underwriting” on page 45 of this Prospectus.

b) 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.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft 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.

d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

*For further details of the arrangement of market making please refer to “General Information – Details of the Market Making Arrangements for this Issue” on page 45 of this Prospectus.*

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Offer.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 01, 2015, which states as follows:

**BSE ELIGIBILITY NORMS:** (<http://www.bsesme.com/static/getlisted/criteriaisting.aspx?expandable=0>)

1. The Company has Net Tangible assets of at least ` 3 crore as per the latest audited financial results.
2. The Net worth (excluding revaluation reserves) of the Company is at least ` 3 crore as per the latest audited financial results.
3. The Company has track record of distributable profits in terms of section 123 of Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months or has network of ` 5 crore.
4. The distributable Profit, Net tangible Assets and Net worth of the Company as per the restated standalone financial statements is as set forth below:-

(` In lakhs)

Particulars	For the period ended December 31, 2015	For the period ended March 31, 2015	For the period ended March 31, 2014	For the period ended March 31, 2013
Distributable Profits*	135.09	90.71	95.17	117.85
Net Tangible Assets**	2,556.72	2,035.60	1,987.04	1,360.07
Net Worth***	2,206.49	1,867.41	1,776.69	1,185.63

\* “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 deferred tax asset and intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.*

*\*\*\* "Net Worth" has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding revaluation reserve and after deducting miscellaneous expenditure, if any.*

5. The Post-issue paid up capital of the Company shall be at least ` 3 Crore. The post-issue paid - up capital of the Company shall be ` 518.81 lakhs.

**6. Other Requirements**

- i. The post-issue paid up capital of the company shall be at least ` 3 crore.*

As on the date of Prospectus i.e. June 20, 2016, the Post Issue Capital of our Company shall be ` 5.19 Crores which is in excess of ` 3 Crore.

- ii. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.*

Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.

- iii. Companies shall mandatorily have a website.*

Our Company has a live and operational website: [www.kwalitypharma.com](http://www.kwalitypharma.com)

**7. Certificate from the applicant company / promoting companies stating the following:**

- a. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).*

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- b. There is no winding up petition against the company that has been accepted by a court.*

There is no winding up petition against our Company that has been accepted by a court or liquidator has been appointed.

- c. There is no change in the promoters of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.*

There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, GUINNESS CORPORATE ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH 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 AND THE SELLING SHAREHOLDERS IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MERCHANT BANKER, GUINNESS CORPORATE ADVISORS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, GUINNESS CORPORATE ADVISORS PRIVATE LIMITED HAS FURNISHED, A DUE DILIGENCE CERTIFICATE DATED JUNE 20, 2016 WHICH READS 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 THIS 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, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), 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 FULFIL THEIR UNDERWRITING COMMITMENTS.
  - 5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
  - 6) WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.



- 7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. - NOT APPLICABLE
- 8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
- 9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE 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 ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.
- 11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
- 12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
  - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
- 13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
- 14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
- 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE



NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

- 16) WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.
- 17) WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN Prospectus AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.-NOTED
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE Prospectus. – NOT APPLICABLE
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 110[106P] AND 111[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 section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.*

*All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Chandigarh in terms of Section 26 and 28 and 32 of the Companies Act, 2013.*



**Statement on Price Information of Past Issues handled by Guinness Corporate Advisors Private Limited (Formerly Known as Guinness Merchant Bankers Pvt. Ltd.):**

Sr. No.	Issuer Name	Issue size (` in Cr.)	Issue Price (`)	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	Polymac Thermoformers Limited	7.70	35.00	26.02.2014	34.75	20.00	72.71	500.00
						5.85	17.77	25.97
2	Tarini International Limited	16.31	41.00	26.06.2014	42.00	-7.93	-41.46	-42.68
						4.25	6.83	10.53
3	Oasis Tradelink Limited	6.00	30.00	14.07.2014	35.90	-3.00	12.50	14.17
						3.49	5.51	9.80
4	Encash Entertainment Limited	4.39	40.00	29.09.2014	44.00	25.00	177.63	17.50
						1.07	3.00	3.24
5	Naysaa Securities Limited	1.50	15.00	25.09.2014	14.25	0.00	0.00	-13.33
						1.08	3.92	6.51
6	VMV Holidays Limited	1.56	10.00	14.07.2015	10.25	2.50	-8.50	-8.50
						-1.51	-3.68	-11.13
7	Gala Print City Limited	3.04	24.00	16.07.2015	24.45	2.50	0.00	-2.92
						-1.33	-5.62	-12.73
8	P. B. Films Limited	5.00	10.00	22.09.2015	9.50	-12.00	-20.00	N.A
						6.38	0.33	N.A
9	Nintec System Limited	1.88	10.00	18.04.2016	11.70	+15.00%	N.A.	N.A.
						(-0.43%)		
10	Shanti Educational Initiatives Ltd.	39.60	90	14.06.2016	90.00	NA	NA	NA
<b>Notes:</b>								

1. 30th calendar day has been taken as listing date plus 29 calendar days, 90th calendar day has been taken as listing date plus 89 calendar days, 180th calendar day has been taken as listing date plus 179 calendar days

2. Where the 30th day / 90th day / 180th of a particular year falls on a BSE trading holiday, the immediately following trading day has been considered.

3. Where the 30th day / 90th day / 180th of a particular year falls on the day when there is no trade in equity share of the Company, preceding trading day has been considered.

4. BSE SENSEX has been considered as the benchmark index.



**Summary Statement on Price Information of Past Issues handled by Guinness Corporate Advisors Private Limited (Formerly Known as Guinness Merchant Bankers Pvt. Ltd.):**

Financial Year	Total no. of IPOs	Total Funds raised (in cr.)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as 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%
April 1, 2016 - date of filing this Prospectus	2	41.48	NA	NA	NA	NA	NA	1	NA	NA	NA	NA	NA	NA
2015-16	3	9.6	NA	NA	1	NA	NA	2	NA	NA	2	NA	NA	NA
2014-15	4	28.2	NA	NA	2	NA	1	1	NA	1	1	NA	NA	2

For details regarding the track record of the Lead Manager to the Issue, please refer to the website of the Lead Manager: [www.16anna.com](http://www.16anna.com)



### **Disclaimer Clause of BSE**

BSE Limited ("BSE") has given vide its letter dated June 17, 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 for 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 Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of 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.

### **Disclaimer from our Company, Selling Shareholder and the Lead Manager**

Our Company, its Directors, Selling Shareholders and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information including our website [www.kwalitypharma.com](http://www.kwalitypharma.com) would be doing so at his or her own risk.

The Selling Shareholder assumes responsibility only for statements in this Prospectus specifically in relation to itself as a Selling Shareholder and the Equity Shares being offered by it through the Offer for Sale. The Selling Shareholder do not assume any responsibility for any other statement in this Prospectus, including without limitation, any and all of the statements made by or relating to the Company or its business.

### **Caution**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Offer Management entered into among the Lead Manager and our Company dated May 12, 2016 the Underwriting Agreement dated May 12, 2016 entered into among the Underwriters and our Company and the Market Making Agreement dated May 12, 2016 entered into among the Lead Manager, Market Maker and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in future engage, in investment banking transactions with our Company, affiliates or associates or third parties, for which they have received, and may in future receive, compensation.

### **Note:**

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.



### **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 majors, 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 the applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in section 4A of the Companies Act, state industrial development corporations, Venture Capital Funds (VCFs) registered with SEBI, Insurance Companies registered with Insurance and Regulatory Development Authority, Provident Funds (subject to applicable law) with minimum corpus of ` 2,500 Lacs and pension funds with minimum corpus of ` 2,500 Lacs, and to permitted non residents including FIIs, eligible NRIs, multilateral and bilateral development financial institutions, foreign venture capital investors registered with SEBI and eligible foreign investors provided they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell an invitation to subscribe to or purchase Equity Shares offered hereby in any other jurisdiction 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 him 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 Amritsar 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. Accordingly, the Equity Shares represented thereby 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 any 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.

### **Disclaimer clause under rule 144A of the U.S. Securities Act**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with 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 Applicants 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 and legislations in each jurisdiction, including India.

### **Filing**

The Draft Prospectus is being filed with BSE SME Platform, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M) (3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Northern Regional Office, 5th Floor, Bank of Baroda Bldg, 16 Sansad Marg, New Delhi- 110001.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC situated at Corporate Bhawan, Plot No.4 B, Sector 27 B, Madhya Marg, Chandigarh – 160 019.



**Listing**

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on its SME Platform after the allotment in the Offer.

BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company and the Selling Shareholders shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days of the Offer Closing Date. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from applicants within the timelines prescribed under applicable laws, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

The Selling Shareholders undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company, to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges.

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 BSE mentioned above are taken within 6 (six) Working Days of the Issue Closing Date.

**Consents**

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory Auditor, the Banker(s) to the Company; Selling Shareholder; and (b) the Lead Manager, Underwriters, Market Makers, Bankers to the Issue, Registrar to the Issue, Legal Advisor to the Issue to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

**Expert Opinion**

Except the report of the Statutory Auditor (Peer review certified) on the Restated Financial Statements and report of the Statutory Auditor on the Statement of Tax Benefits included in the Prospectus, our Company has not obtained any other expert opinion.

**Offer Related Expenses**

The Management estimates an expense of ₹ 48.00 Lacs towards Offer expenses. The expenses of this Offer include, among others, underwriting and management fees, market making fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Issue expenses are as follows:

Sr. No.	Particulars	₹ In Lacs	% of Total Offer Expenses	% of Total Offer Size
1.	Offer management fees including fees and reimbursements of Market Making fees (for 3 years) selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	39.00	81.25	6.28
2.	Printing & Stationery, Distribution, Postage, etc	3.00	6.25	0.48
3.	Advertisement & Marketing Expenses	3.00	6.25	0.48
4.	Regulatory & other expenses	3.00	6.25	0.48
<b>Total</b>		<b>48.00</b>	<b>100.00</b>	<b>7.72</b>

Note: The total Offer expenses are ₹ 48.00 Lacs out of which ₹ 30.00 Lacs will be borne by the Selling Shareholder and ₹ 18.00 Lacs will be borne by our Company. However, for ease of operations, expenses of the Selling Shareholder may, at the outset, be borne by our Company on behalf of the Selling Shareholder, and the Selling Shareholder agrees that it shall reimburse our Company all such expenses.





### **Fees Payable to Lead Manager to the Issue**

The total fees payable to the Lead Manager will be as per the Memorandum of Understanding and Underwriting Agreement among our Company, Selling Shareholder and the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

### **Fees Payable to the Registrar to the Issue**

The fees payable by the Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

### **Underwriting Commission, Brokerage and Selling Commission**

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriter. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned on page 45 of this Prospectus.

### **Commission and Brokerage paid on previous Issues of our Equity Shares**

Since this is the Initial Public Offer of the 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 the Equity Shares since inception of the Company.

### **Capital Issue during the last three years**

Kwality Pharmaceuticals Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

### **Previous Public or Rights Issue**

There have been no public or rights issue by our Company during the last five years.

### **Previous Issues of Equity Shares otherwise than for cash**

Except as stated in the section titled “Capital Structure” on page 48 of this Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

### **Promise vis-à-vis performance**

Our Company has not made any public or rights issue since its inception.

### **Particulars in regard to our Company and other listed companies under the same management within the meaning of section 370(1) (B) of the Companies Act, 1956 which made any capital issue during the last three years**

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

### **Outstanding Debentures or Bonds and Redeemable Preference Shares and other Instruments**



There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Prospectus.

### Stock Market Data for our Equity Shares

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

### Investor Grievances and Redressal System

The Company has appointed Big Share Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Big Share Services Private Limited, will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non receipt of Demat Credit of Shares	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Ms. Pallavi Agarwal, as Company Secretary and Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. He can be contacted at the following address:

**Ms. Pallavi Agarwal**

Company Secretary & Compliance Officer,  
Village Nagkalan, Majitha Road,  
Amritsar, Punjab – 143 601, India  
Email: cs@kwalitypharma.com  
Website: www.kwalitypharma.com

Investors can contact the Compliance Officer or the Registrar to the Issue 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 accounts etc.

Further, our Board has constituted a Stakeholders' Relationship Committee comprising our Directors, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "*Our Management*" on page 125 of this Prospectus.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)



### **Changes in Auditors**

There are no changes in auditors of the Company during last three years.

### **Capitalization of reserves or profits during last five (5) years.**

Our Company has not capitalized any reserve during last five (5) years.

### **Revaluation of assets during the last five (5) years**

We have re-valued our land forming part of fixed assets by adding ` 80 Lacs during the financial year 2013-14 to reflect its true market value. Our Company has not issued any Shares out of revaluation reserve.

## **SECTION VIII – OFFER RELATED INFORMATION**

### **TERMS OF THE OFFER**



*The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the 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 this 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 Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

### **Ranking of Equity Shares**

The Equity Shares being offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to the section titled “*Main Provisions of the Articles of Association of the Company*” on page 297 of this Prospectus.

### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association and the provisions of the Listing Agreement executed with the Stock Exchange, and shall be recommended by the Board of Directors and the shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act 2013.

For further details, please refer to the section titled “*Dividend Policy*” on page 146 of this Prospectus.

### **Face Value and Offer Price**

The Equity Shares having a face value of ` 10/- each are being offered in terms of this Prospectus at the price of ` 45/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “*Basis of Offer Price*” on page no. 66 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, terms of Listing Agreements with Stock Exchange and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please see the section titled “*Main Provisions of Articles of Association of our company*” beginning on page 297 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 dematerialized form. In terms of existing SEBI ICDR Regulations, trading in the Equity Shares shall only be in dematerialized form for all investors.



The trading of the Equity Shares will happen in the minimum lot size of 3,000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 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 Issue will be done in multiples of 3,000 Equity Share subject to a minimum allotment of 3,000 Equity Shares to the successful applicants.

### **Minimum Number of Allottees**

The minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of Issue.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety 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.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Period of Operation of Subscription List of Public Issue**

<b>OFFER OPENS ON</b>	<b>Thursday, June 30, 2016</b>
<b>OFFER CLOSES ON</b>	<b>Friday, July 08, 2016</b>

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvment of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If



there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

*In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Prospectus and shall not be restricted to the minimum subscription level.*

*In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).*

*Further, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.*

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 3,000 shares. 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 lot size allowed for trading on the SME platform of BSE.

### **Restrictions, If any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting.**

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer to the section titled “Main Provisions of the Articles of Association of the company” on Page no. 297 of this Prospectus.

### **Option to receive Equity Shares in Dematerialized Form**

As per section 29 of Companies Act 2013, allotment of Equity Shares will be made only in dematerialised form.

### **Migration to Main Board**

Our Company may migrate to the main board of BSE from SME platform of BSE on a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above ` 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board.

OR

b) If the Paid up Capital of the company is more than ` 10 crores but below ` 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to “General Information - Details of the Market Making Arrangement for this Issue” on page 45 of this Prospectus.

In accordance with the SEBI Circular No.CIR/MRD/DSA/31/2012 dated November 27, 2012; it has decided to make applicable limits on the upper side for the Market Maker during market making process taking into consideration the Issue size in the following manner:



Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto ` 20 Crore, (as applicable in our case)	25%	24%
` 20 Crore to ` 50 Crore	20%	19%
` 50 Crore to ` 80 Crore	15%	14%
Above ` 80 Crore	12%	11%

Further, the following shall apply to market makers while managing their inventory during the process of market making:

The exemption from threshold shall not be applicable for the first three months of market making and the market maker shall be required to provide two way quotes during this period irrespective of the level of holding.

Any initial holdings over and above such 5% of issue size would not be counted towards the inventory levels prescribed.

Apart from the above mandatory inventory, only those shares which have been acquired on the platform of the exchange during market making process shall be counted towards the Market Maker's threshold. Threshold limit will take into consideration, the inventory level across market makers

The Market Maker shall give two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

### New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Offer.

### Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Amritsar, Punjab India.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 ("**Securities Act**") or any state securities laws in the United States, and may not be offered or sold within the United States (**as defined in Regulation S under the Securities Act**), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions 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.





## OFFER STRUCTURE

This Offer 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 Crores rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an Issue please refer the section titled “*Terms of the Offer*” and “*Offer Procedure*” on page 253 and 259 of this Prospectus.

### **Following is the Issue structure:**

Public Offer of 13,80,000 Equity Shares of ` 10/- each for cash at a price of ` 45/- per Equity Share (including a Share premium of ` 35 per Equity Share) aggregating to ` 621.00 Lacs consisting of a fresh issue upto 1,80,000 Equity Shares aggregating upto ` 81.00 lakhs and an Offer for Sale upto 12,00,000 equity shares by Selling Shareholder aggregating to ` 540.00 lakhs. The Offer comprises reservation of 72,000 Equity Shares for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of 13,08,000 Equity Shares (“the Net Issue”).

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation</b>	13,08,000 Equity Shares	72,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.78% of the Issue size	5.22% of the Issue size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of 3,000 Equity Shares and further allotment in multiples of 3,000 Equity Shares each.  For further details please refer to the section titled “ <i>Offer Procedure – Basis of Allotment</i> ” on page 268 of this Prospectus.	Firm Allotment
<b>Mode of Application</b>	Through ASBA Process Only	Through ASBA Process Only
<b>Minimum Application Size</b>	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 3000 Equity Shares such that the Application Value exceeds ` 2,00,000/-  <b>For Retail Individuals:</b> 3,000 Equity Shares	72,000 Equity Shares
<b>Maximum Application Size</b>	<b>For QIB and NII:</b> Such number of equity shares in multiples of 3,000 Equity Shares such that the Application Size does not exceed 13,08,000 Equity Shares.  <b>For Retail Individuals:</b> Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value does not exceed ` 2,00,000/-.	72,000 Equity Shares
<b>Mode of Allotment</b>	Dematerialized Form only	Dematerialized Form only
<b>Trading Lot</b>	3,000 Equity Shares	3,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
<b>Terms of Payment</b>	The entire Application Amount will be payable at the time of submission of the Application Form.	

\*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present offer is a fixed price offer ‘the Allocation’ in the net offer to the public category shall be made as follows:





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

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

#### **Withdrawal of the Issue**

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and,
2. The final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Offer after Offer opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public 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.

#### **Offer Programme**

<b>Offer Opening Date</b>	<b>Thursday, June 30, 2016</b>
<b>Offer Closing Date</b>	<b>Friday, July 08, 2016</b>

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Saturday and bank holidays as per SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.



## **OFFER 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 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.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the offer procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016. We shall make appropriate changes to the “**Offer Procedure**” section and other sections of Draft Prospectus and the Prospectus prior to filing with RoC.

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 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 and the Prospectus.

### **Part A**

#### **Fixed Price Offer Procedure**

The Offer 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 designated 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 according to section 29(1) of Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in dematerialized form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and liable to be rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges by the Brokers (including sub-brokers) do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form is exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held. In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. 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.



## Application Form

ASBA Applicants shall submit an Application Form either in physical or electronic form to the designated intermediaries SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Applicant.

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA Mode only.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs 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 this Prospectus. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015, an investor intending to subscribe to this Offer shall submit a completed application form to any of the following intermediaries (collectively called as "Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	SCSB with whom the bank account is maintained which is to be blocked
2.	Syndicate Member (including sub syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (=broker')
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)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, as a proof of having accepted the application form in physical or electronic mode respectively.

## Processing of Applications by Designated Intermediaries

**Applications submitted to SCSBs:** After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system of the stock exchange and block the necessary funds available in the bank account as specified in the application form.

**Applications submitted to other than SCSBs:** After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system of the stock exchange and send the application form to designated branches of respective SCSBs for blocking of funds.

## Who Can Apply?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines;

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;



3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
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. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
9. FPIs other than Category III foreign portfolio investor;
10. Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
11. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
12. Venture Capital Funds registered with SEBI;
13. Foreign Venture Capital Investors registered with SEBI;
14. Eligible QFIs;
15. Multilateral and Bilateral Development Financial Institutions;
16. State Industrial Development Corporations;
17. 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;
18. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
19. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
20. Provident Funds with minimum corpus of ` 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
21. Pension Funds with minimum corpus of ` 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
22. 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;
23. Nominated Investor and Market Maker
24. Insurance funds set up and managed by army, navy or air force of the Union of India
25. Any other person eligible to apply in this Issue, under the laws, rules, regulation, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs cannot participate in this Offer.



**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The information below is given for the benefit of the applicants. Our Company and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

**Availability of Prospectus and Application Forms**

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered office of our Company, Lead Manager to the Offer, Registrar to the Offer and the collection centres of the Bankers to the Offer, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com)

**Option to subscribe in the Offer**

- a. As per Section 29 of the Companies Act, 2013, allotment of Equity Shares will in dematerialized form only.
- b. The equity shares, on allotment, shall be traded on 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 Associates of LM**

The LM shall not be entitled to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to or purchase Equity Shares in the Offer, where the allotment is on a proportionate basis.

**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 (except through their Legal Guardians), Foreign Nationals, Non Residents (except for those applying on non-repatriation), Trusts (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public.

In case of Application by Eligible NRIs applying on non-repatriation basis, the payments must be made through Indian Rupee Drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in NRE Accounts or FCNR Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a NRO Account of a Non-Resident Applicant applying on a non-repatriation basis.

**Applications by Eligible NRIs on Repatriation basis**

Application Forms have been made available for eligible NRIs at our registered office. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and applying on a



repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their Non-Resident External (“NRE”) Account or Foreign Currency Non-Resident (“FCNR”) Accounts, maintained with banks authorised by the RBI to deal in foreign exchange. Eligible NRIs applying on a repatriation basis are advised to use the Application Forms meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Applications by non-resident Applicant, applying on a repatriation basis will not be accepted out of Foreign Currency Non-Resident (“NRO”) accounts.

Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account. Applications by Eligible NRIs for a payment amount of up to ₹ 2,00,000 would be considered under the Retail Portion for the purposes of allocation and Applications for a payment amount of more than ₹ 2,00,000 would be considered under Non-Institutional Portion for the purposes of allocation.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

### **Applications by FPIs, FIIS AND QFIS**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a QFI can continue to buy, sell or otherwise deal in securities until January 6, 2015 or until the QFI obtains a certificate of registration as FPI, whichever is earlier. Such QFIs shall be eligible to participate in this Offer in accordance with Schedule 8 of the FEMA Regulations and are required to Apply under the Non-Institutional Applicants category.

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. As of now, in accordance with the foreign investment limits applicable to us the total foreign investment including FII investment cannot exceed the sectoral cap applicable to us (being 100% of our total post Offer paid-up capital). Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.





Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

#### **Applications by SEBI registered Venture Capital Funds and Foreign Venture Capital Investors**

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds and Foreign Venture Capital Investors: The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Accordingly, whilst the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund, a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital Investors can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

#### **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, 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 Offer 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 reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2013, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- a) 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;
- b) the entire group of the investee company: the least of 15% of the respective fund in case of a life insurer or a general insurer or reinsurer or 15% of investment assets in all companies belonging to the group; and
- c) The industry sector in which the investee company operates: the least of 15% of the respective fund in case of a life insurer or a general insurer or reinsurer or 15% of investment assets.

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors, i.e. December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **Application by Provident Funds/ Pension Funds**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lacs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension



fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **Application under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Mutual Funds, insurance companies and provident funds with minimum corpus of ` 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ` 25 Crores 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 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 therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a). With respect to applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b). With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c). With respect to applications made by provident funds with minimum corpus of ` 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ` 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

*Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Offer that, for the purpose of printing particulars on the Allotment Advice / CANs / letters and mailing of the same notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Offer shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.*

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.*

#### **Maximum and Minimum Application Size**

##### **(a) For Retail Individual Applicants**

The Application must be for a minimum of 3,000 Equity Shares and in multiples of 3,000 Equity Share thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ` 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ` 2,00,000.

##### **(b) 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 ` 200,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Offer 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 or Non Institution Applicant cannot withdraw or lower its Application at any stage of Offer.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 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.**

**Information for the Applicants:**

1. Our Company and the Lead Managers shall declare the Offer Opening Date and Offer 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 a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Managers, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office / Corporate Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be —suspended for credit and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.



### **Method and Process of Applications**

1. The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.
2. The Offer Period shall be for a minimum of 3 Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.
3. During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries 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 prior to the allocation or Allotment of Equity Shares in this Offer.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. 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 Applicant on request.
10. 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 Offer Account, or until withdrawal/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer 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 Offer Account. In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

### **Procedure and Time Schedule for Transfer of Equity Shares**

The Offer will be conducted through the “Fixed Price Method” pursuant to which the Brokers / Sub-Brokers and SCSBs will accept Applications for the Equity Shares during the Offer Period. The Offer Period will commence on Thursday, June 30, 2016 and expire on Friday, July 08, 2016. Following the expiration of the Offer Period, our Company, in consultation with the Lead Manager, will determine the basis of allotment and entitlement to allotment based on the applications received and subject to the confirmation by the Stock Exchanges. Successful Applicants will be provided with a confirmation of their allocation for the Equity Shares within a prescribed time. The SEBI (ICDR) Regulations, 2009 require our Company to complete the allotment to successful Applicants within 6 days of the expiration of the Offer Period. The Equity Shares will then be credited and allotted to the investors’ demat accounts maintained with the relevant depository participant. Upon approval by the Stock Exchanges, the Equity Shares will be listed and trading will commence.



## **Basis of Allotment**

Allotment will be made in consultation with BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of shares applied for).

2. The number of shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. total number of shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 3000 equity shares the allotment will be made as follows:

a) Each successful applicant shall be allotted 3000 Equity Shares; and

b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of shares allotted in that category is equal to the number of shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3000 equity shares, the number in excess of the multiple of 3000 would be rounded off to the nearest multiple of 3000, subject to minimum allotment of 3000 Equity Share.

5. If the shares allotted on a proportionate basis to any category is more than the shares allotted to the applicants in that category, the balance available shares for allocation shall be first adjusted against any category, where the allotted shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of shares. If as a result of the process of rounding off to the lower nearest multiple of 3000 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.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retail individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if 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.

'Retail Individual Investor' means an investor who applies for shares of value of not more than `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, 2009.

**As per the RBI regulations, OCBs are not permitted to participate in the Offer.**



**There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

### **Terms of Payment / Payment Instructions**

The entire Offer Price of ₹ 45/- per share is payable on application. In case of allotment of lesser number of Equity shares than the number applied, the Company shall refund the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs. The applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their 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 Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

*Please note that pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 potential investors shall invest in the public issue through ASBA Mode only.*

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions 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) With respect to applications by Applicants, applications accepted and uploaded by any Designated

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 responsible for blocking the necessary amounts in the ASBA Accounts

4. Neither the Lead Managers nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to

- (i) the applications accepted by any Designated Intermediaries
  - (ii) the applications uploaded by any Designated Intermediaries or
  - (iii) the applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated 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



Offer Closing Date, the Designated 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 Syndicate Bakers, DPs and RTAs shall forward a Schedule along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:

- Name of the Applicant;
- IPO Name;
- Application Form Number;
- Investor Category;
- PAN (of First Applicant, if more than one Applicant);
- DP ID of the demat account of the Applicant;
- Client Identification Number of the demat account of the Applicant;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
- Bank account number

8. 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 ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the 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 as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. 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 Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. 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.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer 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.

14. The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.



## 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 (as defined herein below) 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.

### ***Don'ts:***

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Offer.
- 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 Selected Branches / Offices of the Banker to the Offer.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer 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.

## Other Instructions

### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.





In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of “know your client” norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

Attention of the applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

#### **“Any person who:**

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the said Act.”**

### **Signing of Underwriting Agreement**

Vide an Underwriting Agreement dated May 12, 2016 this issue is 100% Underwritten.

### **Filing of the Prospectus with the ROC**

The Company will file a copy of the Prospectus with the RoC in terms of 32 of the Companies Act, 2013.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Offer Price.

### **Issuance of a Confirmation of Allocation Note (“CAN”)**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the Brokers a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.



### **Undertakings by our Company**

The Company undertakes the following:

- 1) That the complaints received in respect of the Offer shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Offer Closing Date;
- 3) That funds required for unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;
- 4) That if the Company do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 5) That the our Promoters' contribution in full has already been brought in;
- 6) 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 unblocked on account of non-listing, under subscription etc. and
- 7) That if the Company withdraws the Offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Offerer;

### **Undertakings by the Selling Shareholder**

The Selling Shareholder undertake that:

- 1) It shall deposit Equity Shares in an escrow account opened with the Registrar and Share Transfer Agent to the Offer at least one Working Day prior to the date of the Prospectus or as disclosed in the Prospectus;
- 2) It shall sign, and cause their authorized signatories (by way of powers of attorney or otherwise) to sign the offer documents and agreements in relation to the Offer, and confirm that their duly authorized signatories who have signed a declaration, that the statements made by them in the offer documents about or in relation to them as well as any Offer related materials are true and correct as of the date of this Prospectus and as will be included in the Prospectus, or such Offer related material, as the case may be;
- 3) The Equity Shares being sold by it pursuant to the Offer are free and clear of any encumbrances and shall be transferred to the Applicants within the time specified under applicable law;
- 4) It shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, any of the Equity Shares held by them except the Equity Shares being offered by them in the Offer for Sale until such time that the lock-in remains effective save and except as may be permitted under the SEBI Regulations;
- 5) It shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;
- 6) It shall ensure that they shall make available the funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed in the Offer Documents;
- 7) It shall take all steps and provide all assistance to the Company and the LM, as may be required and necessary by the Selling Shareholders, for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Closing Date of the Offer, failing which they shall forthwith repay without interest all monies received from Applicants to the extent of their Offered Shares. In case of delay, interest as per applicable law shall be paid by them to the extent of their Offered Shares;





- 8) It shall disclose and furnish to the LM all information relating to any pending litigation, arbitration, complaint or notice that may affect the ownership or title to the Equity Shares or their ability to offer the Equity Shares in the Offer for Sale;
- 9) It shall ensure that the Equity Shares being offered by them in the Offer for Sale, shall be transferred to the successful Bidders within the time specified under applicable law; and
- 10) It shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

#### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer;
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received and
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

The Selling Shareholders along with our Company declare that all monies received out of the Offer for Sale shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

The Selling Shareholders along with our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

#### **Withdrawal of the Offer**

Our Company, in consultation with the LM reserves the right not to proceed with the Offer at anytime, including after the Offer Closing Date but before the Board meeting for Allotment, without assigning any reason. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment.

In case, the Company wishes to withdraw the Offer after Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper. The Stock Exchanges where the Equity Shares are proposed to be listed shall also be informed promptly.

If the Company withdraws the Offer after the Application Closing Date, the Company will be required to file a fresh Offer Document with the Stock Exchange.

#### **Equity Shares in Dematerialised Form with NSDL or CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated May 20, 2016 between NSDL, the Company and the Registrar to the Offer;



(b) Agreement dated March 18, 2016 between CDSL, the Company and the Registrar to the Offer;

The Company's shares bear an ISIN No. INE552UOIOIO

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.

### **Communications**

All future communications in connection with the Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre Offer or post Offer related problems such as non receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts.



## Part B GID

### General Information Document for Investing in Public Offers

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956 to the extent applicable, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.*

### Section 1: Purpose of the General Information Document (GID)

This document is applicable to the public issues undertaken through to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations” on page 292 of this Prospectus.

### SECTION 2: Brief introduction to IPOs on SME Exchange

#### 2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) or the Applicable Regulations of Chapter XB of the SEBI ICDR Regulations, 2009, as amended. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

#### 2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry- specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Applicants may refer to the Prospectus.

#### a. Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price



through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

## **2.4 Issue Period**

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

## **2.5 Migration to Main Board**

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

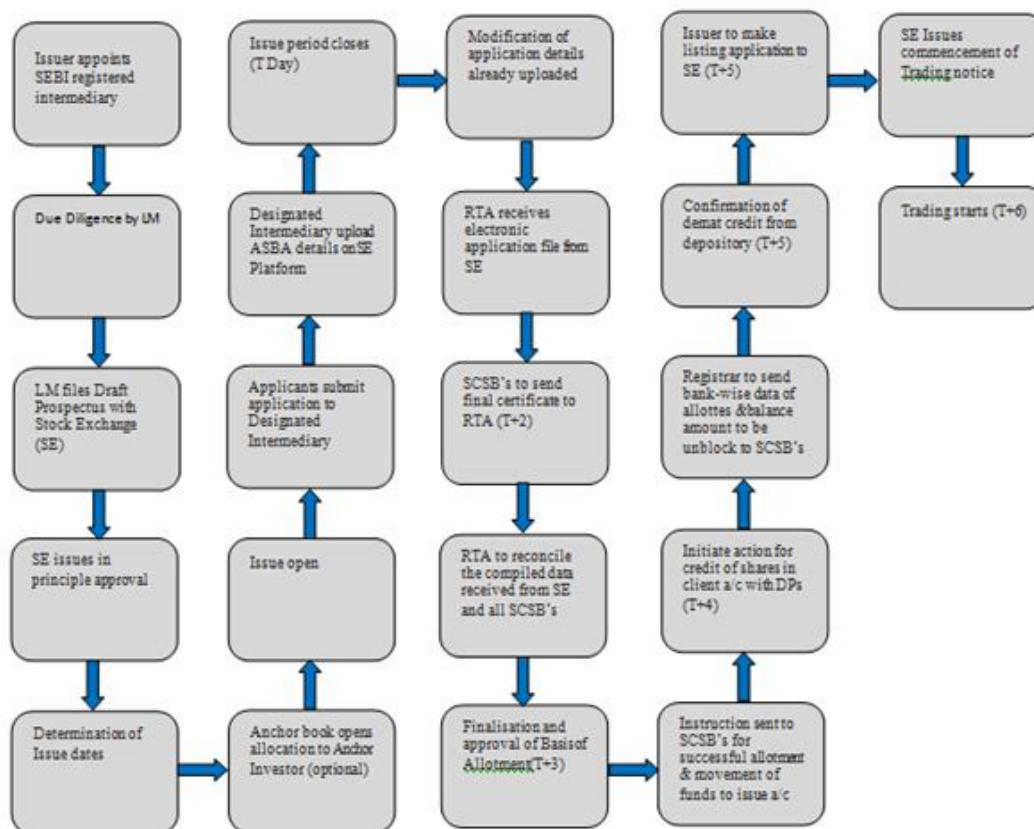
(a) If the Paid up Capital of the Company is likely to increase above ` 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to Stock Exchange for listing of its shares on its Main Board subject to the 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 and upto ` 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **2.6 Flowchart of Timelines**

A flow chart of process flow in Fixed Price Issues is as follows:



### Section 3: Category of Investors eligible to participate in an Issue

**Each Applicant should check whether it is eligible to apply under applicable law.** Furthermore, certain categories of Applicants, such as NRIs, FIIs/FPIs, QFIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- 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/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 may be considered at par with Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law ;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, applying under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;



- FPIs other than Category III Foreign Portfolio Investors applying under the QIBs category;
- FPIs which are Category III Foreign Portfolio Investors, applying under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

#### Section 4: Applying in the Issue

**Fixed Price Issue:** Applicants should only use the specified Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. 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 color of the Application Form for various categories of Applicants is as follows:

Category	Color of the application form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), FPIs, QFIs, on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

#### 4.1 Instructions for filing the application form (fixed price issue)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below. The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



**COMMON BID CUM APPLICATION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - NR**

Address: \_\_\_\_\_ Contact Details: \_\_\_\_\_ CIN No: \_\_\_\_\_

For bigble: NR, HI, FVU, applying on Restriction: Basic

Logo: TO, THE BOARD OF DIRECTORS, XYZ LIMITED

FIXED PRICE BIDDING

INE00000000000

Bid cum Application Form No. \_\_\_\_\_

TEAR HERE

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr / Ms \_\_\_\_\_

Address \_\_\_\_\_

Tel No (with STD code) / Mobile \_\_\_\_\_ Email \_\_\_\_\_

2. PAN OF SOLE / FIRST BIDDER \_\_\_\_\_

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS

☐ NDL ☐ CDSL

For NDL, enter 1 digit for 12 followed by 4 digit Code for CDSL, enter 15 digit Code for

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Option: No. of Equity Shares Bid (in Figures) (Bids must be in multiples of Bid lot as indicated)

Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 0.05 only, in Figures)

Bid Price Retail Discount Not Price "Cut-off" (Price in ₹)

Option 1 \_\_\_\_\_

(OR) Option 2 \_\_\_\_\_

(OR) Option 3 \_\_\_\_\_

5. CATEGORY

☐ Retail Investor Bidder

☐ Non-Institutional Bidder

☐ QIP

6. INVESTOR STATUS

☐ Non-Resident Indian (Repatriation Base) NR

☐ Foreign Institutional Investor FI

☐ Foreign Venture Capital Investor FVC

☐ FI Sub Account Corporate / Individual FI SA

☐ Others (Please Specify) OTH

7. PAYMENT DETAILS

Amount paid (₹ in figures) \_\_\_\_\_ (₹ in words) \_\_\_\_\_

ASBA

Bank A/c No. \_\_\_\_\_

Bank Name & Branch \_\_\_\_\_

8. SIGNATURE OF SOLE / FIRST BIDDER

9. SIGNATURE OF ASBA BANK ACCOUNT HOLDERS (AS PER BANK RECOMMENDATION)

(We authorize the ASBA to debit account and maintain records for Application in its name)

10. BROKER/SCSB / DP/ RIA

Stamp & Signature of SCSB Branch

Stamp & Signature of Broker / SCSB / DP/ RIA

NAME of Sole / First Bidder \_\_\_\_\_

Acknowledgement Slip for Bidder

Bid cum Application Form No. \_\_\_\_\_

TEAR HERE

1. LOGO

**XYZ LIMITED**

**INITIAL PUBLIC ISSUE - NR**

Acknowledgement Slip for Bidder/SCSB/DP/RIA

Bid cum Application Form No. \_\_\_\_\_

2. PAN of Sole / First Bidder \_\_\_\_\_

3. Amount paid (₹ in figures) \_\_\_\_\_ Bank & Branch \_\_\_\_\_ Stamp & Signature of SCSB Branch

ASBA Bank A/c No. \_\_\_\_\_

Received from Mr/Ms \_\_\_\_\_

Telephone / Mobile \_\_\_\_\_ Email \_\_\_\_\_

TEAR HERE

4. No. of Equity Shares \_\_\_\_\_ Bid Price \_\_\_\_\_ Amount Paid (₹) \_\_\_\_\_

ASBA Bank A/c No. \_\_\_\_\_ Bank & Branch \_\_\_\_\_

Stamp & Signature of Broker / SCSB / DP/ RIA

NAME of Sole / First Bidder \_\_\_\_\_

Acknowledgement Slip for Bidder

Bid cum Application Form No. \_\_\_\_\_





#### 4.1.1 Field Number 1: Name and contact details of the sole/first applicant

- (a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **Mandatory Fields:** 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 (including letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (c) **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 favor 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.
- (d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act, which is reproduced below: *“Any person who: (a) makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or (b) otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, may be punishable with imprisonment for a term which may extend to five years”*.
- (e) **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 Depository Participant.

#### 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 unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- (d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

#### 4.1.4 Field Number 4: Application details

- (a) The Issuer mentions Price in the draft Prospectus and in prospectus registered with RoC.
- (b) Minimum And Maximum Application Size
  - i. For Retail Individual Applicants

The Application must be for a minimum of 3,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed ` 2,00,000, they can make Application for only minimum Application size i.e. for 3,000 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 ` 200,000 and in multiples of 3,000 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 and a NII Applicant cannot withdraw or lower its quantity or price in its application once the application is submitted and is required to pay 100% 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 ` 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.
- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to different Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
  - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.



(e) The following applications may not be treated as multiple Applications:

- i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its subaccounts) 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, FIIs/FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- (d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 Field Number 7: Payment Details**

- (a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full amount in the Application Form and the payment shall be made for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) RIIs and/or Reserved Categories applying in their respective reservation portion can apply, through the ASBA mechanism only
- (c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- (d) 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.
- (e) QIBs NIIs and RIIs shall participate in the said Issue only through ASBA mechanism.

##### **4.1.7.1 Payment instructions for Applicants**



- (a) ASBA Applicants may submit the Application Form either
  - i. in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or
  - ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form
- (b) ASBA Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Application Forms can be submitted.
- (f) ASBA Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (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 consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (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.

#### **4.1.7.2 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 ASBA Applications, if any, along with reasons for rejection, 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 Applicant 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 Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

#### **4.1.7.3 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.7.4 Discount (if applicable)**

- (a) The Discount is stated in absolute rupee terms.
- (b) Applicants applying under RII category, Retail Individual Shareholder and employees 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 Amount less Discount (if applicable).

Applicant may note that in case the net payment (post Discount) is more than two lakh Rupees, the system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

#### **4.1.8 Field Number 8: Signatures and Other Authorisations**

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA 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 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.

#### **4.1.9 Acknowledgement and future communication**

- (a) Applicants should ensure that they receive the acknowledgment duly signed and stamped, designated intermediary as applicable, for submission of the Application Form.
- (b) 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, refund orders, the Applicants should contact the Registrar to the Issue.
  - ii. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (c) The following details (as applicable) should be quoted while making any queries -
  - i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
  - ii. name and address of the Designated Branch, as the case may be, where the application was submitted
  - iii. In case of Applications, ASBA Account number in which the amount equivalent to the Amount was blocked.



For further details, Applicant may refer to the Prospectus and the Application Form.

#### **4.2 Instructions for filing the revision form**

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:



<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS</b>
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<div style="border: 1px solid black; padding: 2px; text-align: center;">BOOK BUILT ISSUE</div> <div style="border: 1px solid black; padding: 2px; text-align: center;">ISIN : .....</div>
		<div style="border: 1px solid black; padding: 2px; text-align: center;">Bid cum Application Form No. ....</div>

<b>SENDER'S MEMBER'S STAMP &amp; CODE</b>  <b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>  <b>BANK BRANCH SERIAL NO.</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>  <b>ESCROW BANK/SCSB BRANCH STAMP &amp; CODE</b>  <b>SCSB SERIAL NO.</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr. / Ms. .... Address ..... Tel. No (with STD code) / Mobile ..... <b>2. PAN OF SOLE / FIRST BIDDER</b> ..... <b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> ..... <small>For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 8 digit Client ID</small>
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PLEASE CHANGE MY BID									
4. FROM (AS PER LAST BID OR REVISION)									
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								
	(In Figures)								
	8	7	6	5	4	3	2	1	
Option 1									
(OR) Option 2									
(OR) Option 3									
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at 'Cut-off')									
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								
	(In Figures)								
	8	7	6	5	4	3	2	1	
Option 1									
(OR) Option 2									
(OR) Option 3									
6. PAYMENT DETAILS									
Additional Amount Paid (₹ in figures) ..... (₹ in words) .....									
ASBA Bank A/c No. ....									
Bank Name & Branch .....									
<small>INFORMATION FOR BIDDERS: ANY BIDDERS WHO HAVE READ AND UNDERSTAND THE TERMS AND CONDITIONS OF THIS BIDDING NOTICE AND THE ATTACHED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GUIDE) AND HEREBY AGREE AND CONFIRM THE BIDDERS' UNDERTAKING AS GIVEN OVERLEAF SPECIFICALLY BEHALF OF JOINT APPLICANTS, IF ANY; HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM (GIVEN OVERLEAF)</small>									
<b>7A. SIGNATURE OF SOLE / FIRST BIDDER</b>  Date : .....			<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s)</b> <small>(AS PER BANK RECORDS)</small> I/We authorize the SCSB to do all acts as are necessary to make the Application in the name 1) ..... 2) ..... 3) .....				<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledgement stamp of Bid in Stock Exchange system)		

LOGO	<b>XYZ LIMITED</b>	<b>Acknowledgement Slip for Broker/SCSB/ DP/RTA</b>	<div style="border: 1px solid black; padding: 2px; text-align: center;">Bid cum Application Form No. ....</div>
		<div style="border: 1px solid black; padding: 2px; text-align: center;">FAN of Sole / First Bidder</div>	
DPID / CLID .....		Additional Amount Paid (₹) ..... Bank & Branch .....	
ASBA Bank A/c No. ....		Stamp & Signature of SCSB Branch .....	
Received from Mr./Ms. .... Telephone/ Mobile ..... Email .....			

TEAR HERE				
<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	<b>Option 1    Option 2    Option 3</b> No. of Equity Shares ..... Bid Price ..... Additional Amount Paid (₹) ..... ASBA Bank A/c No. .... Bank & Branch .....	Stamp & Signature of Broker / SCSB / DP / RTA ..... Name of Sole / First Bidder ..... <b>Acknowledgement Slip for Bidder</b> Bid cum Application Form No. ....		





Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### **4.2.1 Fields 1, 2 and 3: Name and Contact Details Of Sole/First 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 Form Revision 'From' and 'To'**

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed ` 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

#### **4.2.3 Field 6: Payment Details**

- (a) With respect to the applications, other than applications submitted by ASBA Applicants, any revision of the application should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the application.
- (b) All Applicants are required to make payment of the full application amount along with the Revision Form.
- (c) In case of applications submitted by ASBA Applicant, Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

#### **4.2.4 Field 7: Signatures and Acknowledgements**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

### **4.3 Submission of Application Form/ 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 Applications	To the Designated intermediaries

## **Section 5: Offer Procedure in Fixed Price Issue**

**5.1 Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.** As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through collection centres/SCSB and/or Bankers to the Issue .

ASBA Applicants may submit an Application Form either in physical form to the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other



category.

## 5.2 Grounds of Rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- 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;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms;
- 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 where clear funds are not available in the Escrow Account as per the final certificate from the Public Issue Bank(s);
- 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 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 ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by BSE
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.

**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 do not match with PAN, the DP ID and client ID available in the depository database, the application form is liable to be rejected.**





For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

## **Section 6: Offer 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 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 3,000 equity shares the allotment will be made as follows:

- i. Each successful Applicant shall be allotted 3,000 equity shares; and
- ii. The successful Applicants out of the total applicants for that category shall be determined by the withdrawal 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 3,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 3,000 equity shares subject to a minimum allotment of 3,000 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 3,000 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 ` 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 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) credit of shares to the successful Applicants Depository Account will be completed within 5 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 5 Working Days of the Issue Closing Date.

## Section 8: Interest and unblocking

### 8.1 Completion of formalities for Listing & commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

### 8.2 Grounds for Refund

#### 8.2.1 Non receipt of Listing permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

#### 8.2.2 Non receipt of Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement to Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

**8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allotees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked.

**8.3 Mode of unblocking of funds**

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.

**8.4 Interest in case of delay in allotment or refund**

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum if Allotment is not made in accordance with timelines prescribed under applicable law.

**Section 9: Glossary and Abbreviations**

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

<b>Term</b>	<b>Description</b>
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
Applicant	Any prospective investor who makes a Application pursuant to the terms of the Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by a prospective investor pursuant to submission of Application Form, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues
Application Supported by Blocked Amount / ASBA) /ASBA	An application, whether physical or electronic, used by Applicants to make an Application authorising the SCSB to block the Application Amount in the specified bank account maintained with such SCSBs
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and 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 extent 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 Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html</a>
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 fresh 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
Discount	Discount to the Issue Price that may be provided to 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 promoters and immediate relatives of the promoter. For further details Applicant may refer to the draft Prospectus/Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/ Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPI(s)	Foreign portfolio investors, as defined under the FPI Regulations, including FIIs and QFIs, which are deemed to be foreign portfolio investors
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Closing Date	The date after which the Designated Intermediary may not accept any Applications 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 Designated Intermediary may start accepting Applications for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	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
Issue Price	The Price at which Equity Shares will be issued and allotted by our Company being ₹ 10/-



	per Equity Share.
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/Prospectus and the Application Form of the Issuer.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Lot size. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Lot size.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than ` 200,000 (but not including NRIs other than Eligible NRIs), FPIs which are category III FPIs
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 draft Prospectus/Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs/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
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 26 of the 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
Qualified Financial Investors or QFIs	Non-Resident investors, other than SEBI registered FIIs/FPIs or sub-accounts or SEBI registered FVCIs, who meet 'know your client' requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI.  Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Registrar and Share	Registrar and share transfer agents registered with SEBI and eligible to procure



Transfer Agents or RTAs	Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the draft Prospectus/Prospectus and 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 Applications for a value of not more than ` 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than ` 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot size, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicants in an issue to modify the quantity of Equity Shares indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
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
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement amongst the Issuer and the Underwriters
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to Issue Period, "Working Days" shall mean all days, excluding Saturdays and public holidays, which are working days for commercial banks in India





### **RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and 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 the 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 bodies responsible for granting foreign investment approvals are the FIPB and the RBI.

The Government has from time to time 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**”), issued the Consolidated FDI Policy Circular of 2015 (“**FDI Circular 2015**”), which, with effect from May 12, 2015, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 12, 2015. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2015 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment 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 Offer.

**The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A of the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and applicable laws of the jurisdictions where such offers and sales occur.**

**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 number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**



## **SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

1. Table F not to apply  
The regulations contained in Table F in the first Schedule to the Companies Act, 2013 shall not 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, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation 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.
2. Interpretation  
In the interpretation of these Articles,
  - a. the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or content thereof;
  - b. any reference to the singular shall include the plural and vice-versa;
  - c. any references to the masculine, the feminine and the neuter shall include each other.
3. Definitions
  - (a) “The Act” or “the said Act”  
“The Act” means the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and Companies Act, 1956 (to the extent not repealed/ not replaced by the Companies Act, 2013), as applicable.
  - (b) “These Articles”  
“These Articles” means Articles of Association of the Company or the Articles of Association as altered from time to time by special resolution.
  - (c) “Beneficial Owner”  
“Beneficial Owner” shall have the meaning assigned thereto in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
  - (d) “The Company” or “this Company”  
“The Company” or “this Company” means KQUALITY PHARMACEUTICALS LIMITED
  - (e) “Depository”  
“Depository” shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.
  - (f) “Depositories Act 1996”  
“Depositories Act 1996” includes any statutory modification or re- enactment thereof.
  - (g) “The Board” or the “Board of Directors”  
“The Board” or the “Board of Directors” in relation to the Company shall mean the collective body of the Directors of the Company.
  - (h) “The Directors”  
“The Directors” shall mean the Directors of the Company appointed to the Board or as the case may be, the Directors assembled at a Board.
  - (i) “The Court”  
The Court shall mean Court as defined under the Act.
  - (j) “The Chairperson”  
“The Chairperson” means the Chairperson of the Board of Directors of the Company for the time being.





- (k) “The Managing Director”  
“The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.
- (l) “The Office”  
“The Office” means the Registered Office for the time being of the Company.
- (m) “Capital”  
“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.
- (n) “The Registrar”  
“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.
- (o) “Dividend”  
“Dividend” includes any interim dividend.
- (p) “Month”  
“Month” means the calendar month.
- (q) “Rules”  
Rules shall mean the Rules made under the Act or any statutory modification or re-enactment thereof for the time being in force.
- (r) “Seal”  
“Seal” means the Common Seal for the time being of the Company.
- (s) “In Writing and Written”  
“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.
- (t) “Persons”  
“Persons” include bodies corporate, corporations and firms as well as individuals.
- (u) “Securities & Exchange Board of India”  
“Securities & Exchange Board of India” or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
- (v) “Year and Financial Year”  
“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

Expression in the Act to bear  
same meaning in the Articles

Save as aforesaid, any words or expressions defined in the Act shall, except  
where the subject or context forbids, bear the same meaning in these  
Articles.

Marginal Notes

The marginal notes hereto shall not affect the construction of these Articles.



### **COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY**

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of ₹ [●] or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:
- (i) The Memorandum;
  - (ii) The Articles, if any;
  - (iii) Every other agreement and every resolution referred to in Section 117(1) of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

### **CAPITAL AND SHARES**

4. The Authorized Share Capital of the Company shall be as per clause V of the Memorandum of Association of the Company with all rights to the Company to alter the same in any way it thinks fit.
5. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
6. The share capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

### **SHARES AT THE DISPOSAL OF THE DIRECTORS**

7. Subject to the provisions of Section 62 of the Act and these Articles, the share capital of 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 proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount 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.

### **FURTHER ISSUE OF SHARES**

8. (1) Subject to the provisions of the Act, where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -
- (a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:-
    - (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
    - (ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or



any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

- (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;
  - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by central government; or
  - (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.
- (2) The notice referred to in sub-clause (i) of clause (1) (a) above shall be despatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this section shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the company.

Provided that the terms of issue of such debentures or the terms of such loans containing such an option have been approved by a special resolution passed by the Company in general meeting before the issue of such debentures or raising of such loans.

#### **POWER TO OFFER SHARES / OPTIONS TO ACQUIRE SHARES**

9. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further shares (consequent to increase of share capital) of the Company, or options to acquire such shares (consequent to increase of share capital) of the Company, or options to acquire such shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.



- (ii) In addition to the powers of the Board under Article 9 (i), the Board may also allot the Shares referred to in Article 9 (i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9 (i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9 (i) and (ii) above.

#### **REDEEMABLE PREFERENCE SHARES**

10. Subject to the provisions of Section 55 of the Act and these Articles, the Company shall have the power to issue redeemable preference shares liable to be redeemed at the option of the Company and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

#### **PROVISIONS APPLICABLE IN CASE OF REDEEMABLE PREFERENCE SHARES**

11. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.
- (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
  - (b) No such shares shall be redeemed unless they are fully paid;
  - (c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

#### **NEW CAPITAL SAME AS ORIGINAL CAPITAL**

12. Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

#### **RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES**

13. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Act at the time of application.



This Article is not to delegate any power which the Company would have if it were omitted.

(2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company.

(3) Nothing in sub-clause (2) shall apply to –

- (a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;
- (b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership;

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by central government.

#### **REDUCTION OF CAPITAL**

14. The Company may, subject to confirmation by the Court and the provisions of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share 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.

#### **CONSOLIDATION AND DIVISION OF CAPITAL**

15. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:
- (a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Court/ Tribunal on an application made in the prescribed manner;
  - (b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;



- (c) Cancel shares which at the date of the passing of the resolution in that behalf, 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. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

#### **SALE OF FRACTIONAL SHARES**

- 16. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

#### **MODIFICATION OF RIGHTS**

- 17. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class

#### **ISSUE OF FURTHER SHARES ON PARI PASSU BASIS**

- 18. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

#### **NO ISSUE WITH DISPROPORTIONATE RIGHTS**

- 19. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

#### **POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE**

- (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under, if any.

#### **DEMATERIALIZATION OF SECURITIES**



- (b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

#### **INTIMATION TO DEPOSITORY**

- (c) Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities

#### **OPTION FOR INVESTORS**

- (d) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

#### **THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER**

- (e) The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.

#### **SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS**

- (f) All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

#### **RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS**

- (g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (ii) Save as otherwise provided in (i) above, the depository as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities, which are held by a depository.

#### **DEPOSITORY TO FURNISH INFORMATION**



- (h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

#### **SHARES AND CERTIFICATES**

##### **REGISTER AND INDEX OF MEMBERS**

20. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. Subject to the provisions of Section 88, the Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

##### **SHARES TO BE NUMBERED PROGRESSIVELY**

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.

##### **DIRECTORS MAY ALLOT SHARES FULLY PAID-UP**

22. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property 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 shares and if so issued shall be deemed to be fully paid up shares.

##### **APPLICATION OF PREMIUM RECEIVED ON SHARES**

23. (1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" and the provisions of the Act relating to reduction of share capital of the Company shall, except as provided in this Article, apply as if the securities premium account were the paid-up share capital of the company.
- (2) Notwithstanding anything contained in clause (1) above, the securities premium account may be applied by the company -
- (a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;





- (b) in writing off the preliminary expenses of the company;
- (c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
- (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
- (e) for the purchase of its own shares or other securities under section 68.

#### **ACCEPTANCE OF SHARES**

24. Subject to the provisions of these Articles, any 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 accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

#### **LIABILITY OF MEMBERS**

25. Every member or his heir, executors or administrators shall pay to the Company the proportion 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 of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

#### **LIMITATION OF TIME FOR ISSUE OF CERTIFICATE**

26. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

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 the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares may 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 to all such holders.



### **ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED**

27. (1) If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding ` 20/- for each certificate) as the Directors shall prescribe. Provided that no fees 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 Regulations 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.

(2) When a new share certificate is issued in case of sub-division/ replacement/ consolidation, it shall state on the face of it to the effect that it is "Issued in lieu of Share Certificate No. \_\_\_ sub-divided/ replaced/ on consolidation."

(3) If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on such terms, if any as to evidence and indemnity and as to the payment of out of pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit.

(4) When a new share certificate is issued in pursuance of clause (3) of this Article, it shall state on the face of it to the effect that it is a duplicate issued in lieu of Share Certificate No. ["\_\_\_"]. The word "Duplicate" shall be stamped or punched in bold letters across the face of the share certificate.

(5) Where a new share certificate is issued in pursuance of clause (2) or clause (4) of this Article, particulars of every such share certificate shall be entered in the Register of Members; or renewed and duplicate certificates indicating the names of the persons to whom the certificate is issued, the number of shares, date of issue of the share certificate in lieu of which the new certificate is issued and the necessary changes shall be indicated in the Register of Members by suitable cross reference in the "Remarks" column.

### **RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED**



28. A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding ` 10/- (Rupees Ten) per page.

The Trust Deed referred to above shall also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

#### **JOINT ALLOTTEES OF HOLDERS**

29. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to that one of the joint owners who is first named on the register of members, or to such person and to such address as the joint holders may in writing direct.

#### **COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER**

30. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents 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 two or more persons or survivors of them.
- (ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

#### **WHO MAY HOLD SHARES**

31. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership.
32. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as “the Employees”) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance



with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

### **SWEAT EQUITY**

33. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

### **DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES**

34. (1) In pursuance of section 89 of the act, where the name of a person is entered in the register of members of the Company as the holder of shares of the Company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the Company specifying the name and other particulars of the person who holds the beneficial interest in such shares.
- (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the Company and such other particulars (as may be determined by Central Govt.)
- (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the Company in such form and containing such particulars (as may be determined by Central Govt.)
- (4) The Company shall be bound to follow the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
- (5) Where any declaration under this article is made to the Company, the Company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by central government, within the time specified under section 403 of the Act.
- (6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.
- (7) Nothing in this Article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

### **FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY**



35. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

#### **ISSUE OF SHARES WITHOUT VOTING RIGHTS**

36. Subject to the provisions of the Act, the Directors may issue equity shares without voting rights attached to them upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by law.

#### **SECTIONS 45 OF ACT NOT TO APPLY**

37. Notwithstanding anything to the contrary contained in the Articles,
- (i) Section 45 of the Act shall not apply to the Shares held with a Depository;

#### **TRUST RECOGNIZED**

38. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, 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 holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

#### **REGISTRATION OF CHARGES**

39. The Company shall register the particulars of creation, modification or satisfaction of every charge created within or outside India, on its property or assets or any of its undertakings, whether tangible or otherwise, and situated in or outside India, with the Registrar of Companies, in such manner as prescribed in the Act or the Rules made thereunder.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.



Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

#### **UNDERWRITING AND BROKERAGE**

##### **COMMISSION MAY BE PAID**

The Company may, subject to the provisions of Section 40 and other applicable provisions, if any, of the Act any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures, or partly in the one way and partly in the other.

##### **BROKERAGE MAY BE PAID**

40. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

#### **CALLS ON SHARES**

##### **DIRECTORS MAY MAKE CALLS**

41. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.

##### **CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS**

42. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

#### **NOTICE OF CALLS**

43. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

##### **CALLS TO DATE FROM RESOLUTION**



44. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

#### DIRECTORS MAY EXTEND TIME

45. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

#### CALL TO CARRY INTEREST AFTER DUE DATE

46. If any member fails to pay a 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 of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

#### PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

47. Subject to the provisions of the Act and these Articles, 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 debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting 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.

#### PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

48. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct,, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at



any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

49. A call may be revoked or postponed at the discretion of the Board.
50. The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

#### **FORFEITURE, SURRENDER AND LIEN**

##### **IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN**

51. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

##### **FORM OF NOTICE**

52. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

##### **IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED**

53. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

##### **NOTICE OF FORFEITURE**

54. When any share shall have been so forfeited, notice of the resolution 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 provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.





#### FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

55. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

#### POWER TO ANNUL FORFEITURE

56. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

#### ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

57. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

#### EFFECT OF FORFEITURE

58. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

#### PROCEEDS HOW TO BE APPLIED

59. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

#### DECLARATION OF FORFEITURE

60. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager of the Secretary of the Company, and that share in the Company has 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 Share.
- (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.



- (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.
  - (d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.
  - (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.
61. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

#### TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

62. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any; nor shall his title to the share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share.

#### PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

63. 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 thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

#### THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM



64. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### BOARD MAY ACCEPT SURRENDER OF SHARES

65. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

#### COMPANY'S LIEN ON SHARE/DEBENTURES

66. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

#### ENFORCING LIEN BY SALE

67. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

#### APPLICATION OF PROCEEDS OF SALE

68. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

#### VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE

69. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors 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 in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor 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.

#### **BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES**

70. Where an shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

#### **SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL**

71. For the purpose of the provisions of these Articles relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such shares on the day of allotment.

### **TRANSFER AND TRANSMISSION OF SHARES**

#### **REGISTER OF TRANSFER**

72. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

#### **EXECUTION OF TRANSFER**

73. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall not be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor 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 if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

#### **INSTRUMENT OF TRANSFER**



74. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

#### FORM OF TRANSFER

75. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and other applicable provisions, if any shall be duly complied with in respect of all transfers of shares and registration thereof.

#### NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC

76. No transfer shall be made to a minor or a person of unsound mind or any partnership firm.

#### TRANSFER OF SHARES

77. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.
- (ii) Where the application is made by the transferor and 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.
- (iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments 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.

#### DIRECTORS MAY REFUSE TO REGISTER TRANSFER

78. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.



Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

#### NO FEE ON TRANSFER OR TRANSMISSION

79. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

#### TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

80. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

#### WHEN TRANSFER TO BE RETAINED

81. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

#### DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES

82. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

#### TITLE TO SHARES OF DECEASED HOLDER

83. Subject to Article 82 the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

#### REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER



84. Subject to the provisions of Article 91 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a 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 favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer

#### CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

85. The person entitled to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

#### TRANSMISSION OF SHARE

86. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or 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 Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

#### BOARD MAY REFUSE TO TRANSMIT



87. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

#### BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

88. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

#### TRANSFER BY LEGAL REPRESENTATION

89. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

#### CERTIFICATE OF TRANSFER

90. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures

#### THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER

91. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it 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 books 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 Board shall so think fit.

#### NOMINATION





92. (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined under the Act.
- (ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined under the Act.
- (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined under the Act.
- (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

“Option of Nominee”

93. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.

If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be

- (ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting 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 shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.



#### TRUST NOT RECOGNISED

94. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appear on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

#### TRANSFER OF SECURITIES

95. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

#### NOTICE OF APPLICATION WHEN TO BE GIVEN

96. 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.

#### REFUSAL TO REGISTER NOMINEE

97. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

#### PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

98. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

#### BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS



99. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

#### JOINT HOLDERS

100. If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

#### JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

- (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.

#### TITLE OF SURVIVORS

- (b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons 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 on shares held by him jointly with any other person.

#### EFFECTUAL RECEIPTS

- (c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

#### DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

- (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 certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29) from the Company and documents served on or sent to such person shall be deemed service on all the joint holders.

#### VOTES OF JOINT HOLDERS

- (e) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to



vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

## **CONVERSION OF SHARES INTO STOCK**

### **SHARES MAY BE CONVERTED INTO STOCK**

101. The Board may, pursuant to section 61 and with the sanction of the General Meeting, convert any fully paid up share into stock and when any such shares have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

### **RIGHTS OF STOCK-HOLDERS**

102. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

## **MEETING OF MEMBERS**

103. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Registrar may, for any special reason, extend the time by a period not exceeding three months within which any annual general meeting shall be held.



- (b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.
104. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

#### DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

105. The General Meeting referred to in Article 103 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

#### CALLING OF EXTRA-ORDINARY GENERAL MEETING

106. (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.
- (2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).
- (3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.
- (4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- (5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.
- (6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the Company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

#### LENGTH OF NOTICE FOR CALLING MEETING



107. (1) A general meeting of the Company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed under the Act:  
Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.
- (2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- (3) The notice of every meeting of the company shall be given to –
- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
  - (b) the auditor or auditors of the company; and
  - (c) every director of the company.
- (4) Any accidental omission to give notice to, or the non-receipt of such notice by any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

#### EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

108. (1) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -
- (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—
    - (i) every director and the manager, if any;
    - (ii) every other key managerial personnel; and
    - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);
  - (b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
- (2) For the purposes of clause (1),—
- (a) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—
    - (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
    - (ii) the declaration of any dividend;
    - (iii) the appointment of directors in place of those retiring;
    - (iv) the appointment of, and the fixing of the remuneration of, the auditors; And
  - (b) in the case of any other meeting, all business shall be deemed to be special:
- Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent



of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

(3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).

109. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

#### QUORUM

110. The quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or
  - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or
  - (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.
- (2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
  - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:
- Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the Company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
- (3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

#### RESOLUTION PASSED AT ADJOURNED MEETING

111. .Where a resolution is passed at an adjourned meeting of –
- (a) the Company; or
  - (b) the holders of any class of shares in the Company; or
  - (c) the Board of Directors of the Company,
- the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.



#### REGISTRATION OF RESOLUTIONS AND AGREEMENTS

112. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

#### POWER TO ADJOURN GENERAL MEETING

113. (1) The Chairperson of the General Meeting at which the quorum is present may, and shall if so directed by the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) 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.
- (3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

#### CHAIRPERSON OF GENERAL MEETING

114. The Chairperson of the Board shall, if willing, preside as Chairperson at every General Meeting, Annual or Extraordinary, if there be no such Chairperson or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairperson and in default of their doing so, the members present shall choose one of the Directors to be Chairperson and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairperson, of the meeting, if a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairperson elected on a show of hands shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting.

#### BUSINESS CONFINED TO ELECTION OF CHAIRPERSON WHILE CHAIR VACANT

115. No business shall be discussed at any General Meeting except the election of a Chairperson while the chair is vacant.

#### RESOLUTION MUST BE PROPOSED AND SECONDED

116. No resolution submitted to a meeting, unless proposed by the Chairperson of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.





#### POSTAL BALLOT

117. (1) Notwithstanding anything contained in this Act, the company –
- (a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and
  - (b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined under the Act, instead of transacting such business at a general meeting.
- (2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### DECLARATION OF CHAIRPERSON TO BE CONCLUSIVE

118. A declaration by the Chairperson that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution

#### CIRCULATION OF MEMBERS' RESOLUTION

119. (1) The Company shall, on requisition in writing of such number of members, as required in section 100 of the Act,—
- (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and
  - (b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.
- (2) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless –
- (a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the Company,—
    - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;
    - (ii) in the case of any other requisition, not less than two weeks before the meeting; and
  - (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the Company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the Company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

- (3) The Company shall not be bound to circulate any statement as required by clause (b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government,



by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.

(4) An order made under sub-section (3) may also direct that the cost incurred by the Company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

### **VOTES OF MEMBERS**

#### **VOTES MAY BE GIVEN BY PROXY OR ATTORNEY**

120. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights
- Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

### **VOTES OF MEMBERS**

121. (1) Subject to the provisions of section 43 and sub-section (2) of section 50, -
- (a) every member of the Company holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and
  - (b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.
- (2) Every member of the Company holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the Company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the Company:
- Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:
- Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

#### **RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY**

122. On a poll being taken at 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.



#### REPRESENTATION OF BODY CORPORATE

123. Pursuant to section 113 a body corporate, whether a company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

#### REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

124. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

#### RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

125. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

#### RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

126. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 125.

#### HOW MEMBER NON-COMPOS MENTIS MAY VOTE

127. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

#### INSTRUMENT OF PROXY

128. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an officer or attorney duly authorized by it.



#### INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

129. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

#### WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

130. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the vote is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### FORM OF PROXY

131. Every instrument of proxy shall be in the form as prescribed under Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

#### TIME FOR OBJECTION TO VOTE

132. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

#### CHAIRPERSON OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANY VOTE

133. The Chairperson of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairperson present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

#### DIRECTORS

134. 1) Unless otherwise determined by members of the Company by passing a special resolution and subject to the provisions of Section 149 of the Act, the number of Directors shall not be more than fifteen.

At any time, the Company shall have a Board of Directors consisting of at least three directors.



#### POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS

135. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

#### ALTERNATE DIRECTORS

136. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

#### NOMINEE DIRECTORS

137. The Board shall have the power to 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 or by the Central Government or the State Government by virtue of its shareholding in a Government company.

#### CASUAL VACANCY

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, the resulting casual vacancy may, in default of and subject to any regulations in these Articles, be filled by the Board of Directors at a meeting of the Board:

Provided that any person 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 it had not been vacated.

138. A Director need not hold any qualification shares.

#### REMUNERATION OF DIRECTORS

139. (1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.



(2) Subject to the provisions of the Act, the remuneration payable to a director who is neither in the whole-time employment nor a Managing Director shall not exceed the limits prescribed under Section 197 of the Act:

(3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed the limit provided in the Companies Act, 2013 and rules, if any, framed there under.

(4) If any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

#### INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

140. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

#### TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFAIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

141. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

#### DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

142. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.

#### DISCLOSURE OF INTEREST OF DIRECTORS

143. (1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.

(2) Every director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

(a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

(b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

(3) A contract or arrangement entered into by the Company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the Company.

(4) Nothing in this Article-

(a) shall be taken to prejudice the operation of any rule of law restricting a director of the Company from having any concern or interest in any contract or arrangement with the Company;

(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the Company or two or more of them together holds or hold not more than two per cent of the paid-up share capital in the other company.

#### INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

144. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.



**BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR  
DIRECTOR IS INTERESTED**

145. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder—
- (i) for the sale, purchase or supply of any goods, materials or services; or
  - (ii) selling or otherwise disposing of, or buying, property of any kind;
  - (iii) leasing of property of any kind;
  - (iv) availing or rendering of any services;
  - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
  - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
  - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company;
- (2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.
- (3) Notwithstanding anything contained in sub-clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

**SPECIAL DIRECTOR**

146. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaborator" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.





The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.

#### **DIRECTORS' SITTING FEES**

147. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be prescribed under the Act for each of the meetings of the Board or a committee thereof and adjournments thereto attended by him.

#### **DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY**

148. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only Of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189and 196 of the Act shall be duly observed and complied with.

#### **DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY**

149. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.

#### **RETIREMENT AND ROTATION OF DIRECTORS**

##### **RETIREMENT OF DIRECTORS BY ROTATION**



150. Not less than two-thirds of the total number of Directors (excluding independent director ) of the Company shall be persons whose periods of office shall be liable to determination by retirement of Directors by rotation and save and otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting.

The remaining directors shall be appointed in accordance with the provisions of these Articles and the Act. At the Annual General Meeting in each year, one-third of the Directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office.

Subject to the provisions of the Act and these Articles, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the conclusion of the meeting at which his re-appointment is decided or his successor is appointed.

If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless -

- (i) at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
- (ii) the retiring director has, by a notice in writing addressed to the Company or its Board of directors, expressed his unwillingness to be so re-appointed;
- (iii) he is not qualified or is disqualified for appointment;
- (iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
- (v) section 162 is applicable to the case.

#### APPOINTMENT OF DIRECTOR TO BE VOTED INDIVIDUALLY

151. (1) At a general meeting of the Company, a motion for the appointment of two or more persons as directors of the Company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.
- (2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.
- (3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.



#### **APPOINTMENT OF DIRECTORS**

152. (1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the Company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined under the Act which shall be refunded to such person or, as the case may be, to the member, if the person proposed gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.

(2) The Company shall inform its members of the candidature of a person for the office of director under subsection (1) in such manner as may be determined by central government.

#### **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR**

153. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

#### **APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS**

154. a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.

b) 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 these Articles 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.

#### **REMOVAL OF DIRECTORS**

##### **REMOVAL OF DIRECTORS**

155. (1) The Company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242 of the Act, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:



Provided that nothing contained in this Article shall apply where the Company has availed itself of the option given to it under section 163 of the Act to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.

(2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.

(3) On receipt of notice of a resolution to remove a director under this section, the Company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the Company, shall be entitled to be heard on the resolution at the meeting.

(4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so,—

(a) in any notice of the resolution given to members of the Company, state the fact of the representation having been made; and

(b) send a copy of the representation to every member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representation by the Company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-clause (2) of this Article.

(6) The director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(7) If the vacancy is not filled under sub-clause (5) of this Article, it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.

(8) Nothing in this section shall be taken -

(a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or

(b) as derogating from any power to remove a director under other provisions of this Act.



## ELIGIBILITY FOR RE-ELECTION

156. A retiring Director shall be eligible for re-appointment.

## PROCEEDINGS OF DIRECTORS

### MEETINGS OF BOARD

157. (1) A minimum number of four meetings of the Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:

(2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

(3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:

Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

### QUORUM

158. (1) The quorum for a meeting of the Board of Directors of the Company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

(2) 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 and for no other purpose.

(3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.

(4) Where a meeting of the Board could not be held for want of quorum, then, unless these Articles otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.



## DECISION OF QUESTIONS

159. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairperson shall have a second or casting vote.

## BOARD MAY APPOINT CHAIRPERSON, CO-CHAIRPERSON AND VICE CHAIRPERSON

160. The Board may elect a Chairperson, a Co-Chairperson and a Vice Chairperson of their Meetings and of the Company and determine the period for which he is to hold office. The Chairperson or in his absence the Co-Chairperson or the Vice Chairperson shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairperson or Co-Chairperson or Vice Chairperson of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairperson of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairperson is elected or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairperson of the Meeting.

## POWER OF BOARD MEETING

161. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or these Articles are for the time being vested in or exercisable by the Board generally.
162. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

## MEETING OF THE COMMITTEE HOW TO BE GOVERNED

163. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

## DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

164. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:



Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

#### PASSING OF RESOLUTION BY CIRCULATION

165. (1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by central government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.

- (2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

#### SPECIAL NOTICE

166. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

#### GENERAL POWERS OF THE BOARD

167. (1) The Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the Memorandum or these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in general meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the Memorandum or these Articles otherwise, to be exercised or done by the Company in general meeting.

- (2) 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.



#### CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

168. The Board of Directors of the Company shall exercise the following powers on behalf of the Company by means of resolutions passed at meetings of the Board, namely: -

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorize buy-back of securities under section 68;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow monies;
- (e) to invest the funds of the Company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's report;
- (h) to diversify the business of the Company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) to make political contributions;
- (l) to appoint or remove key managerial personnel (KMP);
- (m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
- (n) to appoint internal auditors and secretarial auditor;
- (o) to take note of disclosure of director's interest and shareholding;
- (p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
- (q) to invite and accept or renew public deposits and related matters;
- (r) to review or change the terms and conditions of public deposit;
- (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the Company or in the case of a branch office of the Company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Nothing in this section shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

#### RESTRICTIONS ON POWERS OF BOARD

169. Subject to the provisions of the Act, the Board of Directors of the Company shall exercise the following powers only with the consent of the Company by a special resolution, namely: -

- (a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;





(c) to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business:

(d) to remit, or give time for the repayment of, any debt due from a director.

(2) Every special resolution passed by the Company in general meeting in relation to the exercise of the powers referred to in abovementioned sub-clause (c) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(4) Any special resolution passed by the Company consenting to the transaction as is referred to in sub-clause (a) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this sub-section shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in this Act.

(5) No debt incurred by the Company in excess of the limit imposed by sub-clause (c) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

#### POWER TO BORROW

170. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.

171. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

#### THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

172. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

#### BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

173. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.



Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

#### CONDITION ON WHICH MONEY MAY BE BORROWED

174. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

#### TERMS OF ISSUE OF DEBENTURES

175. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

#### DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

176. (1) The Company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:
- Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
- (2) The Company shall not issue any debentures carrying any voting rights.
- (3) Secured debentures may be issued by the Company subject to such terms and conditions as may be determined under the Act.
- (4) Where debentures are issued, the Company shall create a debenture redemption reserve account out of the profits of the Company available for payment of dividend and the amount credited to such account shall not be utilized by the Company except for the redemption of debentures.
- (5) The Company shall not issue a prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the Company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be prescribed under the Act.
- (6) The debenture trustee so appointed in accordance with the abovementioned provisions shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be prescribed.



(7) Any provision contained in the trust deed executed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting the trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.

(8) The Company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.

(9) Where at any time the debenture trustee comes to a conclusion that the assets of the Company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the Company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the Company as the Tribunal may consider necessary in the interests of the debenture-holders.

(10) Where the Company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the Company to redeem the debentures forthwith on payment of principal and interest due thereon.

(12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.

#### EXECUTION OF INDEMNITY

177. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board 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 against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

#### CERTAIN POWERS OF THE BOARD

178. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.

2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to



acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.

3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company including its uncalled capital or not so charged.

4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.

6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.

7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and 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.

8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.

9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.

10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.



- 11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- 12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- 13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- 14) Subject to the provisions of Sections 179, 180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- 15) 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 for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- 16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.
- 17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.
- 18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.



19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

20) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of the Act and of the provision contained in these presents.

21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.

22) To redeem redeemable preference shares.

23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to 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.

24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.



## **APPOINTMENT OF INDEPENDENT DIRECTOR**

179. Pursuant to section 149 and rules as may be applicable and subject to the provisions of Schedule IV the Company shall appoint such number of independent directors from time to time as may be prescribed under the Act.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152 of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act -

(i) an independent director;

(ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of retirement of directors by rotation shall not be applicable to appointment of independent directors.

## **KEY MANAGERIAL PERSONNEL**

### **APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

180. (1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

(2) A whole-time key managerial personnel shall not hold office in any other Company except in the subsidiary of the Company at the same time.

A key managerial personnel may be appointed as a director of the Company with the permission of the Board.



The Company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

#### REMUNERATION OF KEY MANAGERIAL PERSONNEL

181. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

#### DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

182. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

#### CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

183. The Company shall not appoint or continue the employment of any person as managing director, whole-time director or manager who -
- (a) is below the age of twenty-one years or has attained the age of seventy years:  
Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
  - (b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
  - (c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
  - (d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.
- A person shall not be eligible for appointment as a director of the Company if such person suffers any of the disqualifications provided under Section 164 of the Act.

184. Special to any contract between him and the Company, a Managing or Wholetime Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provisions of any contract between him and the Company), he shall be subject to the same provisions





as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

185. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-

- a) Managing Director and
- b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

#### THE SECRETARY

186. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

#### THE SEAL, ITS CUSTODY AND USE

187. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

#### MINUTES

188. (1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

(2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.

(a) in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairperson of the next succeeding meeting.



(b) In the case of minutes of proceedings of a General Meeting, by the Chairperson of the same meeting within the aforesaid period of thirty Days or in the event of the death or inability of that Chairperson within that period, by a Director duly authorized by the Board for the purpose.

189. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.

190. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of article 199 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.

191. (1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday

(2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.

(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -

(a) the names of the directors present at the meeting; and

(b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.

(7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairperson of the meeting -

(a) is or could reasonably be regarded as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the company.



The Chairperson shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

**PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED.**

192. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

**DIVIDENDS**

193. (1) No dividend shall be declared or paid by the Company for any financial year except -

(a) out of the profits of the Company for that year arrived at after providing for depreciation or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both; or

(b) out of money provided by the Central Government or a State Government for the payment of dividend by the Company in pursuance of a guarantee given by that Government:

Provided that the Company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the Company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, the Company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by it to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be prescribed in this behalf:

No dividend shall be declared or paid by the Company from its reserves other than free reserves.

(2) The depreciation shall be provided in accordance with the provisions of Schedule II of the Act.

(3) The Board of Directors of the Company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the Company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

(4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.



(5) No dividend shall be paid by the Company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the Company:

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

(6) The Company shall not declare any dividend on its equity shares till the time default in the repayment of deposits continues, if any.

#### DIVIDEND TO JOINT HOLDERS

194. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.

195. 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.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

#### APPORTIONMENT OF DIVIDENDS

196. All dividends shall be apportioned and paid proportionate 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.

#### DECLARATION OF DIVIDENDS

197. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declared a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

#### RESTRICTION ON AMOUNT OF DIVIDEND

198. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.



#### DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST

199. (1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

(2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

#### INTERIM DIVIDENDS

200. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

#### DEBTS MAY BE DEDUCTED

201. The Board may retain any dividends payable on shares 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 lien exists.

#### DIVIDEND AND CALL TOGETHER

202. Any General Meeting declaring an dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

#### EFFECT OF TRANSFER

203. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

#### RETENTION IN CERTAIN CASES

204. The Board may retain the dividends payable upon share in respect of which any person is, under Articles entitled to become a member, or which any person under that Article is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

#### NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT

205. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise



howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

#### PAYMENT BY POST

206. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

#### DIVIDEND TO BE PAID WITHIN THIRTY DAYS

207. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless:

- (a) the dividend could not be paid by reason of the operation of any law or
- (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or
- (c) there is dispute, regarding the right to receive the dividend or
- (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
- (e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

#### UNPAID OR UNCLAIMED DIVIDEND

208. (1) Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

(2) The Company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.



(3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

(4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the Company may apply to the company for payment of the money claimed.

(5) Any money transferred to the Unpaid Dividend Account of the Company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government:

Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by central government.

### **CAPITALIZATION OF RESERVES**

209. (a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or

(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or



(3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and

(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.

(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or of invalidity in the proceedings with reference to the sale.

(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.





## FRACTIONAL CERTIFICATES

210. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and
- (b) Generally 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 cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also
- (b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised 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 question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

## DIVIDEND IN CASH

211. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

212. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

## BOOKS OF ACCOUNTS

### BOOKS OF ACCOUNTS TO BE KEPT

213. The Company shall cause to be kept proper books of account with respect to:

- (i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
- (ii) all sales and purchases of goods and services by the company;
- (iii) the assets and liabilities of the company; and
- (iv) the items of cost as may be determined by central government under section 148 in the case of a company which belongs to any class of companies specified under that section;



#### BOOKS WHERE TO BE KEPT AND INSPECTION

214. (1) The Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the Company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The Company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by central government.

(2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).

(3) The books of account of the Company relating to a period of not less than eight financial years immediately preceding a financial year together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

#### INSPECTION BY MEMBERS

215. The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

#### TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

216. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture 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 in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be atleast 30 (thirty) days.



## STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

217. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

## FINANCIAL STATEMENT

218. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

## AUTHENTICATION OF FINANCIAL STATEMENT

219. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon. Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

## BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

220. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairperson if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 229. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by



reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

#### RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

221. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
- (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

#### A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

222. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

#### RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

223. (1) Without prejudice to the provisions of section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every



trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by central government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall -

- (a) place separate audited accounts in respect of each of its subsidiary on its website, if any;
- (b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.

(2) The Company shall allow every member or trustee of the holder of any debentures issued by the Company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

#### ACCOUNTS TO BE AUDITED

224. (1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

(2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

#### APPOINTMENT OF AUDITORS

225. (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the Company at such meeting shall be according to the provisions of the Act.

The Company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the Company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.



(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

- (a) he is not disqualified for re-appointment;
- (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and
- (c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

(4) The company shall not appoint or reappoint -

- (a) an individual as auditor for more than one term of five consecutive years; and
- (b) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

- (i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.
- (ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the Company.

#### **POWER OF BOARD TO MODIFY FINAL ACCOUNTS**

226. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

#### **DOCUMENTS AND NOTICE**

##### **SERVICES OF DOCUMENTS ON MEMBER BY COMPANY**

227. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by central government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

##### **SERVICE OF DOCUMENTS ON COMPANY**

228. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

“Service of documents on the Company”



229. Where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.

#### **AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS**

230. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.

### **REGISTERS AND DOCUMENTS**

#### **REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY**

231. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:

- (a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
- (b) Register of mortgages and charges as required by Section 85 of the Act.
- (c) Register and index of Member and debenture holders as required by Section 88 of the Act.
- (d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
- (e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
- (f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
- (g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

#### **MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM**

232. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—

- (a) required to be kept by the Company; or
- (b) allowed to be inspected or copies to be given to any person by the Company under the Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

### **INDEMNITY**

233. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



## **WINDING UP DISTRIBUTION OF ASSETS**

234.(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.

(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

## **RIGHT OF SHAREHOLDERS IN CASE OF SALE**

235.A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction

## **SECRECY CLAUSE**

236.No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

237.Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the





matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

#### KNOWLEDGE IMPLIED

238. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.



## **SECTION X: OTHER INFORMATION**

### **LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before this Prospectus), which are or may be deemed to be material have been entered into by or on behalf of the Company. Copies of these contracts together with copies of documents referred under material documents below all of which have been attached to the copy of this Prospectus and have been delivered to the SME platform of BSE Limited and may be inspected at the Registered Office of the Company situated at 6<sup>th</sup> Mile Stone, Village Nag Kalan, Majitha Road, Amritsar - 143601 between 10:30 am to 5:30 pm on any working day from the date of this Prospectus until the date of closure of the subscription List.

#### **Material Contracts**

1. Memorandum of Understanding dated May 12, 2016 among our Company, Selling Shareholder and the Lead Manager to the Issue.
2. Memorandum of Understanding dated May 20, 2016 entered among our Company, Selling Shareholder and Big Share Services Private Limited to appointing as the Registrar to the Issue.
3. Public Issue Account Agreement dated June 16, 2016 between our Company, Selling Shareholder, Lead Manager, Public Issue Bank and the Registrar to the issue.
4. Market Making Agreement dated May 12, 2016 between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated May 12, 2016 between our Company, Selling Shareholder and Underwriter
6. Copy of tripartite agreement dated May 20, 2016 between NSDL, our Company and Big Share Services Private Limited.
7. Copy of tripartite agreement dated March 18, 2016 between CDSL, our Company and Big Share Services Private Limited.
8. Selling Shareholder's Escrow Agreement dated June 17, 2016 between our Company, Selling Shareholder, Lead Manager and Escrow Agent Big Share Services Private Limited

#### **Material Documents**

9. Memorandum and Articles of Association of our Company as amended from time to time.
10. Copy of Certificate of Incorporation of our Company.
11. Copy of the resolution passed at the meeting of the Board of Directors held on January 16, 2016 approving the issue.
12. Copy of the resolution passed by the shareholders of our Company under section 62(1) (c) at the Extra Ordinary General Meeting held on February 10, 2016.
13. Consents of the Directors, Selling Shareholder, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Lead Manager to the Issue, Underwriter, Market Maker, Banker to the Issue, Registrar to the Issue and Legal Advisor to the Issue to include their names in the Prospectus to act in their respective capacities.
14. Copies of Annual Reports of our Company for the preceding financial years viz. 2010-11, 2011-12, 2012-13, 2013-14 and 2014-2015 Audited Financials for the period ended December 31<sup>st</sup>, 2015.
15. Audit report and restated standalone financial information issued by M/s.Vijay Mehra & Co, Chartered Accountants,



dated May 27, 2016 included in the Prospectus.

16. Audit report and restated consolidated financial information issued by Audit report M/s. Vijay Mehra & Co, Chartered Accountants, dated May 27, 2016 included in the Prospectus.
17. Letter dated March 08, 2016 from the statutory Auditors of our Company, M/s. Vijay Mehra & Co., Chartered Accountants, detailing the tax benefits.
18. Copy of certificate from the Statutory Auditor of our Company, M/s. Vijay Mehra & Co., Chartered Accountants, dated May 26, 2016, regarding the sources and deployment of funds.
19. Due Diligence Certificate dated June 07, 2016 to be submitted to BSE and Due Diligence Certificate dated June 20, 2016 to be submitted to SEBI from Lead Manager viz. Guinness Corporate Advisors Private Limited along with the filing of the Prospectus.
20. Copy of approval from BSE vide letter dated June 17, 2016 to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, with reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



### **DECLARATION**

The Selling Shareholder, hereby certifies that all statements made in this Prospectus are true and correct, provided however, that the Selling Shareholder assumes no responsibility for any of the statements made by the Company in this Prospectus, except statements made by the Selling Shareholder in relation to itself as a Selling Shareholder and the Equity Shares offered and sold in the Offer for Sale.

**Signed by the Selling Shareholder**

**TR Metals Private Limited**

**Sd/-**

**Director**

**Date:** June 20, 2016

**Place:** Amritsar

**DECLARATION**

All the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct and nothing in the prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and rules and the regulations made thereunder

**SIGNED BY ALL THE DIRECTORS OF OUR COMPANY:**

<b>Ramesh Arora</b> Managing Director DIN: 00462656	<b>Sd/-</b>
<b>Ajay Arora</b> Whole Time Director DIN: 00462664	<b>Sd/-</b>
<b>Anju Arora</b> Whole Time Director DIN: 03155641	<b>Sd/-</b>
<b>Geeta Arora</b> Whole Time Director DIN: 03155615	<b>Sd/-</b>
<b>Aditya Arora</b> Executive Director DIN: 07320410	<b>Sd/-</b>
<b>Kiran Kumar Verma</b> Non Executive and Independent Director DIN: 07415375	<b>Sd/-</b>
<b>Pankaj Takkar</b> Non Executive and Independent Director DIN: 07414345	<b>Sd/-</b>
<b>Ravi Shanker Singh</b> Non Executive and Independent Director DIN: 02303588	<b>Sd/-</b>

**SIGNED BY COMPANY SECRETARY & COMPLIANCE OFFICER AND CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Pallavi Agarwal</b> Company Secretary & Compliance Officer	<b>Sd/-</b>
<b>Aditya Arora</b> Chief Financial Officer	<b>Sd/-</b>

**Date:** June 20, 2016

**Place:** Amritsar