



PROSTARM INFO SYSTEMS LIMITED

Our Company was originally incorporated on January 11, 2008 as “Prostar Micronova Power Systems Private Limited” as a Private Limited Company under the provisions of the Companies Act, 1956 by Registrar of Companies, Pune. Subsequently, our company was converted into Public Limited Company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting held on March 17, 2017 and name was changed to “Prostar Micronova Power Systems Limited” pursuant to issuance of Fresh Certification of Incorporation dated May 26, 2017 by Registrar of Companies, Pune. Further, the company has changed its name pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting held on July 10, 2017 and name of company was changed to “Prostarm Info Systems Limited” pursuant to issuance of Fresh Certification of Incorporation dated July 28, 2017 by Registrar of Companies, Pune. The Corporate Identification Number of our company U31900PN2008PLC131272.

Registered Office: SR No. 321, Patil Nagar, Bavdhan Budruk, Pune Maharashtra – 411 021 India

Corporate Office: EL – 35, Mahape, TTC Industrial Area, Navi Mumbai – 400 701.

Tel. No.: +91 9158980000 **E-mail:** cs@prostarm.com **Website:** www.prostarm.com

Contact Person: Mrs. Payal Jain, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: MR. RAM AGARWAL AND MRS. SONU RAM AGARWAL

THE ISSUE

INITIAL PUBLIC ISSUE OF 32,88,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH (“EQUITY SHARES”) OF PROSTARM INFO SYSTEMS LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF RS. 30/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 20/- PER EQUITY SHARE), AGGREGATING RS. 986.40 LAKHS (“THE ISSUE”), OF WHICH 1,68,000 EQUITY SHARES OF FACE VALUE RS. 10/- EACH FOR CASH AT A PRICE OF RS. 30/- PER EQUITY SHARE, AGGREGATING RS. 50.40 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 31,20,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 30/- PER EQUITY SHARE, AGGREGATING RS. 936.00 LAKHS IS HEREINAFTER REFERED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.58% AND 25.22% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE OF RS. 30/- IS 3 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Issue has been made for at least 25% of the post-issue paid-up Equity Share capital of our Company. This is a Fixed Price Issue in compliance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI (ICDR) Regulations, as amended. All Applicants, shall only participate in the issue through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank account (including UPI ID for RIIs using UPI Mechanism) (UPI ID, RIIs and UPI Mechanism are defined hereinafter) wherein the Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as the case may be, to the extent of respective Application Amounts. For details, see “Issue Procedure” on page 313 of this Draft Prospectus.

RISK IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our company is Rs. 10/- each. The Issue Price (as determined by our company in consultation with the Lead Managers as stated in chapter titled “Basis for Issue Price” beginning on page 100 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. **Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 31 of this Draft Prospectus.**


COMPANY’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our Company offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”), in terms of the Chapter IX of the SEBI ICDR Regulations, 2018, as amended from time to time. Our Company has received an in-principle approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Issue document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE

	HOLANI CONSULTANTS PRIVATE LIMITED 401-405 & 416-418, 4th Floor, Soni Paris Point, Jai Singh Highway, Bani Park, Jaipur – 302016 Tel.: +91 0141-2203996 Fax: +91 0141-2201259 Website: www.holaniconsultants.co.in Email: ipo@holaniconsultants.co.in Investor Grievance ID: complaints.redressal@holaniconsultants.co.in Contact Person: Ms. Rashika Khandal SEBI Registration No.: INM000012467
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REGISTRAR TO THE ISSUE

	LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Tel: +91 022-49186200 Fax: +91 022-49186195 Website: www.linkintime.co.in Email: prostarm.ipo@linkintime.co.in Investor Grievance ID - prostarm.ipo@linkintime.co.in Contact Person: Ms. Shanti Gopalkrishnan SEBI Registration Number: INR000004058
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ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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

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

SECTION I – GENERAL

DEFINITION AND ABBREVIATION

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in **“Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Other Material Developments”**, will have the meaning ascribed to such terms in these respective sections.

General Terms

Term	Description
“Prostarm Info Systems Limited”, “We” or “us” or “our Company” or “the Issuer” or “the Company”	Unless the context otherwise requires, refers to Prostarm Info Systems Limited , a Company incorporated under the Companies Act, 1956 and having its registered office at SR NO. 321, Patil Nagar, Bavdhan Budruk Pune MH 411021

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted on August 31, 2020 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013.
Auditor or Statutory Auditor	The Statutory Auditor of our Company, being M/s. Mansaka Ravi & Associates
Auditor (Independent Peer Review Auditor)	The Peer Review Auditor of our Company, being M/s. Mansaka Ravi & Associates
Banker to the Company	Such banks which are disclosed as Bankers to the Company in the chapter titled “General Information” on page 60 of this Draft Prospectus.
“Board” or “Board of Directors” or “our Board”	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof.
Chairman	The Chairman of our Company, namely Mr. Vikas Shyamsunder Agarwal
Chief Executive Officer (CEO)	The Chief Executive Officer of our Company, namely Mr. Ram Agarwal
Chief Financial Officer (CFO)	The Chief Financial Officer of our Company, namely Mrs. Sonu Ram Agarwal
CIN	Corporate Identification Number U31900PN2008PLC131272
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Mrs. Payal Jain
Corporate office	EL-35, Mahape TTC Industrial Area, Navi Mumbai-400701
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of Face value of Rs. 10/- each fully paid up
Equity Shareholders	Persons / Entities holding Equity Shares of our Company

Term	Description
Group Companies / Group Entities	Such Companies as are included in the chapter titled “ Our Group Companies ” beginning on page no. 187 of this Draft Prospectus.
Independent Director	A non-executive, independent Director as per Companies Act, 2013 and SEBI (LODR) Regulations.
ISIN	International Securities Identification Number, in this case being INE0BX301013
Key Management Personnel / KMP	Individuals described in the chapter titled “ Our Management ” on page no. 247 of this Draft Prospectus.
Materiality Policy	The policy adopted by our Board on March 21, 2020 for identification of group companies of our Company, material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
Managing Director	The Managing Director of our Company, namely Mr. Tapan Ghose .
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on August 31, 2020 as our Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013.
“Promoter”, “Promoters” or “our Promoters”	Promoters of our Company being <ul style="list-style-type: none"> • Mr. Ram Agarwal • Mrs. Sonu Ram Agarwal
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI Regulations, 2018 and as disclosed in the chapter titled “ Our Promoter and Promoter Group ” on page no. 182 of this Draft Prospectus.
Registered Office	SR NO. 321, Patil Nagar, Bavdhan Budruk Pune MH 411021 IN
RoC / Registrar of Companies	The Registrar of Companies, PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044.
Shareholders	Shareholders of our Company
Stakeholders Relationship Committee	The committee of the Board of Directors constituted on August 31, 2020 as our Company’s Stakeholders Relationship Committee in accordance with Section 178 of the Companies Act, 2013.
Willful Defaulter (s)	Willful defaulter as defined under Regulation 2(1) (III) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
you, your and yours	Prospective investors in the Issue

Issue Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of having accepted application form.
Allotment / Allot / Allotted	Unless the context otherwise requires, allotment of the equity shares pursuant to the fresh issue of Equity shares to the successful Applicants.
Allottee(s)	Successful Applicant(s) to whom Equity Shares of our Company have been allotted.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Applicant	An indication to make an issue during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
ASBA / Application Supported by Blocked Amount	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB and will include amounts blocked by RIs using the UPI mechanism.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIs blocked upon acceptance of UPI Mandate request by RIs using the UPI mechanism to the extent of the appropriate Application Amount in relation to an Application by an ASBA Applicant.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Applicant	Any prospective investor(s) / Applicant(s) in this Issue who apply(ies) through the ASBA process.
ASBA Form / Application Form	An application form (with or without UPI ID, as applicable), whether physical or electronic, used by ASBA Applicants to submit Applications which will be considered as the application for Allotment in terms of the Draft Prospectus.
Banker / Refund Banker to the Issue / Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case being [●]
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful applicants under the Issue and which is described under chapter titled “ Issue Procedure ” beginning on page 313 of this Draft Prospectus.
Bankers to the Issue Agreement / Cash Escrow Agreement / Escrow Agreement	Banker to the Issue Agreement entered on [●] amongst our Company, Lead Manager, the Registrar to the Issue and Public Issue Bank/ Banker to the Issue for collection of the Application Amount on the terms and conditions thereof.

Term	Description
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of the National Stock Exchange of India Limited on the following link - www.nseindia.com
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful allotment indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number of the Applicant's beneficiary account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 issued by SEBI.
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collection Centers	Centers at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker center for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
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 and UPI ID wherever applicable.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act.
Designated CDP Locations	Such centers of the CDPs where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time.
Designated Date	The date on which the funds blocked by the SCSBs or Sponsor Bank are transferred from the ASBA Accounts specified by the ASBA Applicants to the Public Issue Account and/or Refund Account and /or are unblocked, as applicable, in terms of Draft Prospectus.

Term	Description
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a Registrar to an Issues and Share Transfer Agent (RTA) (whose names are mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in /or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited.
Draft Prospectus / DP	The Draft Prospectus dated September 29, 2020 issued in accordance with section 26 of the Companies Act, 2013 and filed with EmERGE Platform of National Stock Exchange of India Limited under SEBI (ICDR) Regulations, 2018.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Equity Shares or Ordinary Shares	The ordinary shares of our Company having a face value of Rs. 10/- , unless otherwise specified in the context thereof
Escrow Account	Account(s) to be opened with the Escrow Collection Bank
Escrow Agreement	An agreement to be entered into between our Company, the Registrar to the Issue, the Bankers to the Issue and the Lead Manager for the collection of payment amount.
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Escrow Account has been opened, in this case being [●]
First Applicant/ Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended registered with SEBI under applicable laws in India.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 notified by the SEBI and included in “Issue Procedure” on page 313 of this Draft Prospectus.

Term	Description
Issue / Issue Size / Public Issue	The Initial Public Issue of 32,88,000 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. 30/- each, aggregating to Rs. 986.40 Lakhs .
Issue Agreement	The agreement dated [●] between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date after which Designated Intermediary will not accept any Application for this issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations.
Issue Opening Date	The date on which Designated Intermediary will start accepting Application for this issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, including any revisions thereof.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. 30/- per equity share .
Issue Proceeds	The proceeds of the Issue. For further information about use of the Issue Proceeds refer to the chapter titled “ Objects of the Issue ” beginning on page 92 of this Draft Prospectus.
Lead Manager / LM	Lead Manager to the Issue in this case being Holani Consultants Private Limited , SEBI Category I Merchant Banker.
Listing Agreement	Unless the context specifies otherwise, this means the Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Lot size	Lot size of 4000 Equity Share and in multiples of 4000 Equity Shares thereof.
Mandate Request	Mandate request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.
Market Making Agreement	Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	1,68,000 Equity Shares of Rs. 10/- each at Rs. 30/- per Equity Share aggregating to Rs. 50.40 Lakhs reserved for subscription by the Market Maker.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIBs to submit Applications using the UPI Mechanism.

Term	Description
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
National Payments Corporation of India (NPCI)	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue	The Issue less the Market Maker reservation portion.
Net Proceeds	Proceeds from the Fresh Issue after deduction of Issue expenses.
Non-Institutional Investors / NIIs	All Applicants (including Category III FPIs which are foreign corporates or foreign individuals but not including NRIs, other than Eligible NRIs) that are not QIBs or Retail Individual Applicants, who have Bid for an amount more than Rs. 2 00,000/-.
Non- Institutional Portion	The portion of the Issue being not more than 50% of the Net Issue consisting of 15,60,000 Equity Shares, available for allocation to Non- Institutional Applicants, on a proportionate basis.
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.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with RoC on or after Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing inter alia, the Issue Price, the size of the Issue and certain other information.
Public Issue Account(s)	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts.
Refund Account	Account to which Application monies to be refunded to the Applicants in case of failure of the Issue.
Refund Bank(s) / Refund Banker(s)	The Bankers to the Issue with whom the Refund Accounts will be opened, in this case being [●]
Refund through electronic transfer of funds.	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.

Term	Description
Registered Brokers	Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on www.nseindia.com
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated September 07, 2020 in relation to the responsibilities and obligations of the Registrar to the Issuer pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar / Registrar to the Issue / RTI	Registrar to the Issue, in this case being Link Intime India Private Limited , having its registered office at C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.
Restated Financial Information	Restated consolidated financial statements of assets and liabilities as at March 31, 2020, 2019 and 2018 and statement of profit and loss and cash flows as at March 31, 2020, 2019 and 2018 in accordance with SEBI ICDR Regulations and other applicable laws.
Retail Individual Applicants / RIBs / Retail Individual Investors/ RIIs	Individual Applicants, submitting Bids, who have Bid for Equity Shares for an amount not more than Rs. 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 50% of the Net Issue, consisting of 15,60,000 Equity Shares, available for allocation to Retail Individual Applicants.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations, 2014.
Securities Law	The Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Banks / SCSB's / SCSB	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Term	Description
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
SME Exchange	Emerge Platform of National Stock Exchange of India Limited.
Specified Locations	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Specified securities	The equity shares issued through this Draft Prospectus/ Prospectus.
Sponsor Bank(s)	The Banker(s) to the Issue registered with SEBI which is appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and/ or payment instructions of the RIBs into the UPI, the sponsor bank in this case being [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip / TRS	The slip or document issued by the Syndicate or SCSB (only on demand), to the Applicant as proof of registration of the Bid.
Underwriter	M/s Holani Consultants Private Limited
Underwriting Agreement	The agreement dated [●] entered into between the Underwriters and our Company
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on UPI for single-window mobile payment system developed by the National Payment Corporation of India (NPCI).
UPI ID Linked bank Account	Account of the RIBs, applying in the Issue using the UPI mechanism, which will be blocked upon acceptance of UPI Mandate request by RIBs to the extent of the appropriate Application Amount and subsequent debit of funds in case of Allotment.
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI application) to the RIB initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RIB to make a Bid in the Offer in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018.
UPI PIN	Password to authenticate UPI transaction.
Willful Defaulter	A willful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person who or which is categorized as a willful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or

Term	Description
	consortium thereof, in accordance with the guideline on willful defaulter issued by the RBI.
Working Day(s)	<p>In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in the Draft Prospectus are open for business</p> <p>a) However, in respect of announcement of price band and bid/ Issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Prospectus are open for business.</p> <p>b) In respect to the time period between the bid/ Issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays in accordance with circular issued by SEBI.</p>

Technical and Industry Related Terms

Term	Description
ARMs	Additional Revenue Measures
ASEAN	Association of Southeast Asian Nations
ASPIRE	A scheme for Promoting Innovation and Rural Entrepreneurs
ASSOCHAM	The Associated Chambers of Commerce and Industry of India
BBB	Better Business Bureaus
BC	Before Christ
BSE	Bombay Stock Exchange
NSE Nifty	Nifty is an index; market indicator of the position of stock that is listed in the NSE (National Stock Exchange)
BTRA	The Bombay Textile Research Association
CAGR	Compound Annual Growth Rate
CAP	Corrective Action Plan
CARE	Credit Analysis and Research (CARE Ratings)
CEO	Chief Executive Officer
CGTMSE	Credit Guarantee Trust Fund for Micro and Small Enterprises
CLCSS	Credit Linked Capital Subsidy Scheme
CoE	Centre for Excellence
CPI	Consumer Price Index
Credit Suisse	Credit Suisse Business Analytics India
CSO	Central Statistics Office
CY	Current Year
DoNER	Ministry of Development of North Eastern Region
E-Commerce	Electronic Commerce
EIEs	Emerging Industrial Economies
EMDEs	Emerging Market and Developing Economies
EMEs	Emerging Market Economies
FDI	Foreign Direct Investment
FOB	Freight on Board or Free on Board
FPI	Foreign Portfolio Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Services Tax

Term	Description
GVA	Gross Value Added
HTC	High Tech Computer Corporations
IBEF	India Brand Equity Foundation
IIP	Index of Industrial Production
IMF	International Monetary Fund
JV	Joint Venture
MAI	Market Access Initiative
MAT	Minimum Alternative Tax
MDA	Market Development Assistance Scheme
M-o-M	Month-On-Month
MoS	Minister of State
MoU	Memorandum of Understanding
MSECDP	Micro and Small Enterprises- Cluster Development Programme
MSMEs	Micro, Small and Medium Enterprises
MT	Million Tones
MUDRA	Micro Unit Development & Refinance Agency Limited
MYEA	Mid-Year Economic Analysis
NER	North East Region
NITI Aayog	National Institution for Transforming India Aayog
NITRA	Northern India Textile Research Association
NMP	National Manufacturing Policy
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation
PC	Pay Commission
PMEGP	Prime Minister's Employment Generation Program
PMI	Purchasing Managers' Index
PMMY	Pradhan Mantri MUDRA Yojana
PMO	Prime Minister's Office
PPP	Purchasing Power Parity
RIRI	Rational Investor Ratings Index
RMG	Readymade Garments
RRTUFS	Revised Restructured Technology Up-gradation Fund Scheme
SFURTI	Scheme of Fund for Regeneration of Traditional Industries
SITP	The Scheme for Integrated Textile Parks
SITRA	The South India Textile Research Association
SMEs	Small and Medium Enterprises
TADF	Technology Acquisition and Development Fund
TMTT	Technology Mission on Technical Textiles
TUFS	Technology Up gradation Fund Scheme
UAM	Udyog Aadhaar Memorandum
UAN	Udyog Aadhaar Number
UK	United Kingdom
UNIDO	United Nations Industrial Development Organization
UP	Uttar Pradesh
US Fed	United States Federal Reserve
US\$ / US dollar	United States Dollar, the official currency of United States of America
US / U.S. / USA	United States of America
WEO	World Economic Outlook
WIL	Welspun India Ltd
WPI	Wholesale Price Index

Conventional and General Terms / Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
AoA	Articles of Association
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
CAGR	Compounded Annual Growth Rate
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CMD	Chairman and Managing Director
CIN	Corporate Identification Number
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections.
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Director General for Foreign Trade
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
EBITDA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Ownership Plan
ESPS	Employee Stock Purchase Scheme
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under.
FII(s)	Foreign Institutional Investors
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FPI(s)	Foreign Portfolio Investor
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.

Term	Description
FV	Face Value
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI / Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICDR Regulations / SEBI Regulations / SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
Key Managerial Personnel / KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “Our Management” beginning on page 162 of this Draft Prospectus.
Ltd.	Limited
MD	Managing Director
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the Paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.
NOC	No Objection Certificate
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NI Act	Negotiable Instrument Act, 1881
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India

Term	Description
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
Sub-Account	Sub-accounts registered with SEBI under the SEBI (foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate and foreign individuals.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange(s)	SME Platform of BSE Limited
Sq.	Square
Sq. mtr	Square Meter
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US / U.S. / USA / United States	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America.
UOI	Union of India
WDV	Written Down Value
Willful defaulter	A willful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person who or which is categorized as a willful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof, in accordance with the guideline on willful defaulter issued by the RBI.
WTD	Whole-time Director
w.e.f.	With effect from

Term	Description
YoY	Year over year

Notwithstanding the following: -

- In the section titled “**Main Provisions of the Articles of Association**” beginning on page 347 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapter titled “**Financial Statements as Restated**” beginning on page 194 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter;
- In the section titled “**Risk Factors**” beginning on page 31 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapter titled “**Statement of Possible Tax Benefits**” beginning on page 103 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- In the chapter titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 247 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references in this Draft prospectus to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

Unless indicated otherwise, all references to page numbers in this Draft Prospectus are to page numbers of this Draft Prospectus.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the restated financial statements of our Company. The said Statements included in this Draft Prospectus, as at the Fiscals ended March 31, 2020, 2019 and 2018, together with the annexures and notes thereto and the examination report, thereon, each, are prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “**Financial Statements as Restated**” beginning on page 194 this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on April 1 of each year and ends on March 31 of the next year. All references to a particular fiscal year are to the 12 – month period ended March 31st of that year. In this Draft Prospectus, any discrepancy 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 the Indian GAAP, the International Financial Reporting Standards (the “**IFRS**”) and the Generally Accepted Accounting Principles in the United States of America (the “**U.S. GAAP**”). The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, the degree to which the financial information included in this Draft 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 accounting standards in India, the Companies Act 2013 and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “**Financial Statements as Restated**” beginning on page 194 of this Draft Prospectus.

CURRENCY OF PRESENTATION

In this Draft Prospectus, references to “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America. All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million’ and ‘billion / bn./ Billions’ means ‘one hundred crores’.

INDUSTRY AND MARKET DATA

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

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

Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled '**Risk Factors**' on page 31 of this Draft Prospectus. Accordingly, investment decisions should not be based solely on such information.

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

FORWARD LOOKING STATEMENT

This Draft Prospectus contains certain “forward – looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward – looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward – looking statement.

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “**Risk Factors**” and chapter titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 31 and 247 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimating 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.

We cannot assure investors that the expectations reflected in these forward – looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward – looking statements and not to regard such statements as a guarantee of future performance.

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

SECTION II

SUMMARY OF OFFER DOCUMENT

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections entitled “**Risk Factors**”, “**Our Industry**”, “**Outstanding Litigation and Material Developments**”, “**Promoter and Promoter Group**”, “**Financial Statements as Restated**”, “**Objects of the Issue**”, “**Our Business**”, “**Issue Procedure**” and “**Main Provisions of the Articles of Association**” on pages 31, 106, 274, 182, 194, 92, 121, 313 and 347 respectively of this Draft Prospectus.

OVERVIEW OF BUSINESS

Our company is engaged in providing Power Backup Solutions, Solar Products and Allied Services to the customers. The company is into the business of providing efficient, uninterrupted & clean power solutions to critical loads like ATMs & Microprocessors based systems / Office automation equipment's installed in banks & other financial institutions, corporate, academic institutes, hospitals/diagnostic centers, hospitality segment, railways and other PSUs. Over the years, our company has graduated into multifaceted entity specialized in providing solutions & services related to Power and Total Implementation/Infrastructure Solutions (TIS) in addition to the supply of flagship products like Uninterrupted Power Supply (UPS) etc.

For detailed information on our business activities, please refer to Chapter titled “**Our Business**” on page no. 121 of this Draft Prospectus.

OVERVIEW OF INDUSTRY

An uninterruptible power supply (or UPS) is a device intended to prevent a loss of power that could cause damage or disruption to an electrical system. Essentially, it's a backup battery in the event your mains supply has a problem and it can make sure critical systems stay active long enough to shut down.

For detailed overview of our Industry, please refer to Chapter titled “**Our Industry**” on page no. 106 of this Draft Prospectus.

NAME OF PROMOTERS

The Promoters of our Company are Mr. Ram Agarwal and Mrs. Sonu Ram Agarwal. For detailed information on our Promoters and Promoters' Group, please refer to Chapter titled “**Our Promoter and Promoter' Group**” on page no. 182 of this Draft Prospectus.

SIZE OF THE ISSUE

Our Company is proposing the Fresh Public Issue of 32,88,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 30/- per Equity Share including a Share Premium of Rs. 20/- per Equity Share (the “Issue price”) aggregating to Rs. 986.40 lakhs (the “Issue”), of which 1,68,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 30/- per Equity Share including a Share Premium of Rs. 20/- per Equity Share aggregating to Rs. 50.40 lakhs will be reserved for subscription by Market Maker to the issue (the “Market Maker Reservation Portion”). The issue less the Market Maker Reservation portion i.e. 31,20,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 30/- per Equity Share including a Share Premium of Rs. 20/- per Equity Share aggregating to Rs. 936.00 lakhs are herein after referred to as the “net issue”. The Issue and the Net Issue will constitute 26.58% and 25.22% respectively of the Post Issue Paid up Equity Share Capital of our company.

OBJECT OF THE ISSUE

The details of proceeds of the Issue are set out in the following table:

Particulars	Amount (Rs. in Lakhs)
Gross proceed from the Issue	986.40
Less: Issue Related Expense	96.21
Net Proceed of the Issue of the Company	890.19

UTILIZATION OF THE NET PROCEEDS

The Net proceeds are proposed to be used in the manner set out in the following table:

Particulars	Amount (Rs. in Lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
Working Capital Requirement	670.19	67.94%	75.29%
General Corporate Purposes	220.00	22.30%	24.71%
Net Proceed	890.19		100.00%

For detailed information, please refer to chapter titled “**Object of the Issue**” on page no. 92 of this Draft Prospectus.

PRE – ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP

The Shareholding pattern of our Promoter and Promoter Group before the Issue is as under:
(Amt. in Rs.)

S.No.	Name of Shareholder	No. of Equity Shares (Pre–Issue)	As a % of Pre–Issue Share Capital
Promoters			
1.	Mr. Ram Agarwal	27,25,080	30.00%
2.	Mrs. Sonu Ram Agarwal	18,16,724	20.01%
	Total – A	45,41,804	50.01%
Promoters Group			
1.	Mr. Vikas Shyamsunder Agarwal	29,97,252	33.00%
2.	Mr. Shyamsunder Balluram Agarwal	1,53,124	1.69%
3.	Mrs. Parvati Shyamsunder Agarwal	12,09,420	13.31%
4.	Mrs. Sunita Agarwal	74,000	0.80%
5.	Vikas Agrawal HUF	1,08,000	1.19%
	Total – B	45,41,796	49.99%
Total Promoters & Promoters Group (A + B)		90,83,600	100.00%

Please note that there is no offer for sale from the shareholders in the present issue of the Issuer.

SUMMARY OF FINANCIAL INFORMATION

Following are details as per the restated financial statements for Financial year ended as on March 31, 2020, 2019 and 2018.

(Rs. In Lakhs)

S.No.	Particulars	For the year ended on March 31		
		2020	2019	2018
1.	Share Capital	227.09	227.09	227.09
2.	Net worth	2231.43	1687.51	1375.22
3.	Revenue from Operations	10927.29	6396.90	4820.75
4.	Profit after Tax	543.92	312.28	383.31
5.	Earnings Per Share – Basic& Diluted (Pre-Bonus)	23.95	13.75	16.88
6.	Earnings Per Share – Basic & Diluted (After Bonus)	5.99	3.44	4.22
7.	NAV Per Equity Share (Pre-Bonus)	98.26	74.31	60.56
7.	NAV Per Equity Share (After Bonus) *	24.57	18.58	15.14
8.	Total Borrowings (As per Restated Balance Sheet) **	56.29	99.15	111.94

* Company declared bonus in the ratio of 3:1 after the balance sheet dt 31st March 2020 by capitalization of Reserve & Surplus.

Total Borrowings include installment amount of Term loans repayable within 12 months grouped under “Other Current Liabilities**”

AUDITORS QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There are no auditor qualifications which have not been given effect to in the restated financial statements.

SUMMARY OF OUTSTANDING LITIGATIONS

Our company, promoters and directors are involved in certain litigation. Following are the summary table of outstanding litigation: -

Name of Entity	Criminal Proceedings	Civil Arbitration Proceedings /	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints U/s 138 of NI Act, 1881	Securities and Economic Laws	Statutory / Regulatory Authorities	Aggregate Amount Involved (Amt. in Rs.)
Company									
By the Company	NIL	1	NIL	NIL	NIL	1	NIL	NIL	11,74,99,262.68
Against the Company	NIL	2	1	NIL	NIL	NIL	NIL	NIL	5,18,95,460
Promoters									
By the Promoter	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Against the Promoter	NIL	NIL	2 ⁽¹⁾	NIL	NIL	NIL	NIL	1 ⁽²⁾	2,55,875
Directors other than promoters									
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Against the Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1 ⁽³⁾	
Group Company									
By the Group Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Against the Group Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1 ⁽⁴⁾	

(1) Penalty proceedings U/s. 271 of the Income tax Act, 1956 is initiated against our promoters on accounts of reduction of loss U/s. 143(3) of the IT Act, 1956. The matter is under adjudication and amount involved under litigation can't be quantified.

(2) Our promoter Mr. Ram Agarwal has been disqualified to act as director u/s 164(2) of the Companies Act, 2013 due to non-filing of annual return of our group company M/s S.K. Stampings Pvt. Ltd for the FY 2008-09 & 2009-10.

(3) Our director Mr. Tapan Ghose was declared as defaulter in October 2011 due to non-filing of annual return of M/s. Switching Circuit Private Ltd but the same has been complied as on date of this draft prospectus.

(4) As per section 248 of the Companies Act, 2013, M/s S.K. Stampings Pvt. Ltd has been struck off due from ROC records to non-filing of annual financials for FY 2008-09 & 2009-10.

Note: The amounts may be subject to additional interest / other charges being levied by the concerned authorities which are unascertainable as on the date of this Draft Prospectus.

RISK FACTORS

For further details see “**Risk Factors**” beginning on page no. 31 of this Draft Prospectus.

CONTINGENT LIABILITIES

The following are the summary of contingent liabilities and commitments as follows:

Particulars	For the year ended on March 31 (Rs. in Lakhs)		
	2020	2019	2018
Contingent Liabilities			
(a) Claims against the company not acknowledged as debt;	517.83	517.83	517.83
(b) Guarantees excluding financial guarantees;	803.68	501.97	470.25
(c) Other money for which the company is contingently liable	1.12	1.06	1.04
Commitments			
(a) Estimated number of contracts remaining to be executed on capital account and not provided for	-	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-	-
(c) Other commitments	-	-	-
Total	1322.63	1020.86	989.12

For detailed information on the Contingent Liabilities and Commitments on our Company, please refer page 243 of this Draft Prospectus under Chapter titled “**Financial Statement as Restated**” beginning on Page no. 194 of this Draft Prospectus.

RELATED PARTY TRANSACTIONS

Following is the summary detail of the related party transaction entered by the company for the financial year ended on March 31, 2020, 2019 and 2018.

Particulars	Designation/ Relationship	March 31, 2020	March 31, 2019	March 31, 2018
Key Management Personnel (KMP)				
	Chief Executive Officer	Mr. Ram Agarwal	Mr. Ram Agarwal	Mr. Ram Agarwal
Director				
	Whole Time Director	Mrs. Sonu Ram Agarwal	Mrs. Sonu Ram Agarwal	Mrs. Sonu Ram Agarwal
	Whole Time Director	Mr. Vikas Shyamsunder Agarwal	Mr. Vikas Shyamsunder Agarwal	Mr. Vikas Shyamsunder Agarwal
	Managing Director	Mr. Tapan Ghose	Mr. Tapan Ghose	Mr. Tapan Ghose
	Director	Mr. Raghu Shastri	Mr. Raghu Shastri	Mr. Raghu Shastri
Relative of Key Management Personnel (KMP)				

	Relative of Director	Mrs. Parvati Agarwal	Mrs. Parvati Agarwal	Mrs. Parvati Agarwal
	Relative of Director	Mr. Shyam Sunder Agarwal	Mr. Shyam Sunder Agarwal	Mr. Shyam Sunder Agarwal
	Relative of Director	Mr. Shyam Agarwal	Mr. Shyam Agarwal	Mr. Shyam Agarwal
	Relative of Director	Mr. Santosh Agarwal	Mr. Santosh Agarwal	Mr. Santosh Agarwal
	Relative of Director	Mrs. Neetu Agarwal	Mrs. Neetu Agarwal	Mrs. Neetu Agarwal
	Relative of Director	Mrs. Jayanti Ghose	Mrs. Jayanti Ghose	Mrs. Jayanti Ghose
	Relative of Director	Mr. Ramesh Raghu Shastri	Mr. Ramesh Raghu Shastri	Mr. Ramesh Raghu Shastri
	Relative of Director	Mr. Rohan Shastri	Mr. Rohan Shastri	Mr. Rohan Shastri
	Relative of Director	Mrs. Indrani Banerjee	Mrs. Indrani Banerjee	Mrs. Indrani Banerjee
Enterprises owned or significantly influenced by directors, KMP and their relatives	Significant Influenced Entity	M/s Kailash & Co.	M/s Kailash & Co.	M/s Kailash & Co.
	Significant Influenced Entity	Shree Shyam Textile Mills	Shree Shyam Textile Mills	Shree Shyam Textile Mills

(Rs. in lakhs)

Transactions during the year				
Particulars	Relationship	March 31, 2020	March 31, 2019	March 31, 2018
Remuneration to Directors				
Mrs. Sonu Ram Agarwal	Whole Time Director	24.00	24.00	16.50
Mr. Vikas Shyamsunder Agarwal	Whole Time Director	6.00	6.00	6.00
Mr. Tapan Ghose	Managing Director	6.00	6.00	6.00
Mr. Raghu Shastri	Director	16.20	12.70	6.45
Bonus paid to Directors				
Mrs. Sonu Ram Agarwal	Whole Time Director	10.00	-	-
Remuneration and Commission paid to KMP				
Mr. Ram Agarwal	Chief Executive Officer	57.28	24.00	19.00
Rent receipts from KMP				
Mr. Ram Agarwal	Chief Executive Officer	1.80	-	-
Remuneration to Directors Relative				
Mrs. Parvati Agarwal	Relative of Director	6.00	6.00	6.00
Mrs. Indrani Banerjee	Relative of Director	6.00	6.00	6.00
Mr. Shyam Sunder Agarwal	Relative of Director	-	6.00	4.80
Mr. Rohan Shastri	Relative of Director	-	3.50	3.33

Mr. Ramesh Raghu Shastri	Relative of Director	-	-	2.25
Mrs. Neetu Agarwal	Relative of Director	-	0.20	2.40
Mrs. Jayanti Ghose	Relative of Director	6.00	-	-
Mr. Santosh Agarwal	Relative of Director	-	-	4.80
Loans Given by the company				
Mr. Ram Agarwal	Chief Executive Officer			
	Opening Balance {Cr./ (Dr)}	128.32	161.74	131.34
	Amount Paid	-	-	30.40
	Amount Received	(128.32)	(33.42)	-
	Closing Balance {Cr./ (Dr)}	-	-	161.74
Mr. Shyam Agarwal	Relative of Director			
	Opening Balance {Cr./ (Dr)}	-	-	8.14
	Amount Received	-	-	(8.14)
	Amount Paid	-	-	-
	Closing Balance {Cr./ (Dr)}	-	-	-
Loans accepted by the company				
Mrs. Sonu Ram Agarwal	Whole Time Director			
	Opening Balance {Cr./ (Dr)}	34.80	34.80	34.80
	Amount Received	-	-	-
	Amount Paid	(34.80)	-	-
	Closing Balance {Cr./ (Dr)}	-	-	34.80
Mr. Ramesh Raghu Shastri	Relative of Director			
	Opening Balance {Cr./ (Dr)}	-	5.40	5.40
	Loan Taken	-	-	-
	Amount Paid	-	(5.40)	-
	Closing Balance {Cr./ (Dr)}	-	-	5.40
Shree Shyam Textile Mills	Significant Influenced Entity			
	Opening Balance {Cr./ (Dr)}	-	-	2.85
	Loan Taken	-	-	-
	Amount Paid	-	-	(2.85)
	Closing Balance {Cr./ (Dr)}	-	-	-
M/s Kailash & Co.	Significant Influenced Entity			
	Opening Balance {Cr./ (Dr)}	-	-	-

	Loan Taken	40.00	-	-
	Loan Repaid	(40.00)	-	-
	Closing Balance {Cr./ (Dr)}	-	-	-
Mr. Shyamsunder Agarwal	Relative of Director			
	Opening Balance {Cr./ (Dr)}	40.00	40.00	40.00
	Loan Taken	-	-	-
	Loan Repaid	-	-	-
	Closing Balance {Cr./ (Dr)}	40.00	40.00	40.00

For detailed information on the related party transactions executed by our Company, please refer **“Note – 27”** appearing on page no. 238 of this Draft Prospectus under Chapter titled **“Financial Information as restated”** beginning on page no. 194 of this Draft Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, our Directors, Key Managerial Personnel and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business, of the financing entity during a period of six months immediately preceding the date of this Draft Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTERS DURING LAST ONE YEAR

Our Promoters have not acquired any shares of the company during past one year from the date of filing of this Draft Prospectus except

- 1) Acquisition of 56,54,292 Equity shares through Bonus Issue in the ratio of 3:1 of face value of Rs. 10/- each fully paid up at par vide board resolution passed in the meeting of directors on August 29, 2020.
- 2) Apart from 13,62,543 equity shares acquired through Bonus Issue as mentioned above in Point No. 1, Our Promoter Mrs. Sonu Ram Agarwal acquired 7,74,175 equity shares from Our Promoter Mr. Ram Agarwal, being spouse of her by way of gift vide deed executed on July 17, 2020. Also, Our Promoter Mrs. Sonu Ram Agarwal transferred 2,87,713 and 37,281 equity shares to promoter group member Mr. Vikas Shyamsunder Agarwal, being brother of her and Promoter group member Mr. Shyamsunder Balluram Agarwal, being father of her respectively by way of gift vide deed executed on July 17, 2020. Net shares acquired by our Promoter Mrs. Sonu Ram Agarwal is 18,11,724 equity shares in the last one year from the date of filling the Draft prospectus.

S. No.	Name of Promoters	No. of Equity Shares Acquired during last one year	Weighted Average Price (Rs. per equity share) *
1.	Mr. Ram Agarwal	20,43,810	Nil
2.	Mrs. Sonu Ram Agarwal	18,11,724	Nil

**The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoter to acquire, by way of fresh issuance or transfer, the Equity Shares and the net cost of acquisition has been divided by total number of shares acquired during last one year.*

AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of or subscription of equity shares by our promoters are set forth in the table below.

S. No.	Name of Promoters	No. of Equity Shares held	Face Value per share	Average Cost of Acquisition per equity share (in Rs.)*
1.	Mr. Ram Agarwal	27,25,080	10/-	5.3826
2.	Mrs. Sonu Ram Agarwal	18,16,724	10/-	0.0275

**The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Prospectus.*

ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH

Our Company has issued 68,12,700 bonus shares in the ratio of 3:1 for consideration other than cash during the last one year as stated above. For detailed information, please refer Chapter titled “**Capital Structure**” beginning on Page no. 73 of this Draft Prospectus.

PRE – IPO PLACEMENT

Our company has not placed any Pre – IPO placement.

SPLIT / CONSOLIDATION

No Split / consolidation were happened during the last one year.

SECTION III

RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Prospectus, particularly the “**Our Business**”, “**Financial Statements as Restated**” and related notes, and “**Management’s Discussion and Analysis of Financial Condition and Results of Operation**” on page 121, 194 and 247 respectively of this Draft Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.

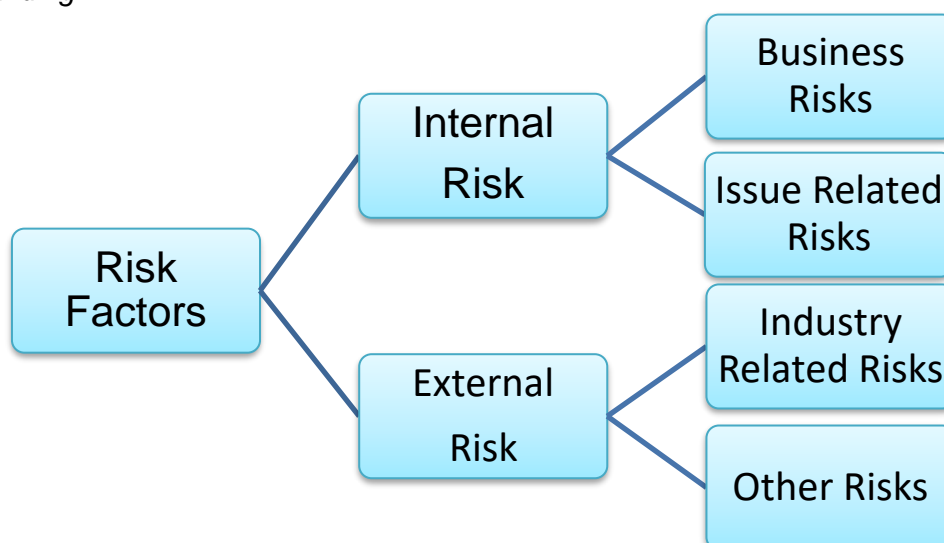
The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the issue, including the merits and the risks involved. You should not invest in this issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements under Indian GAAP, as restated.

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

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

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



INTERNAL RISKS FACTORS

Business Specific / Company Specific Risk

1) *Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operation.*

In late calendar 2019, COVID-19, commonly known as “novel coronavirus” was first reported in Wuhan, China. Since then, the virus has progressively spread globally to many countries. The World Health Organization declared the COVID-19 outbreak as a health emergency of international concern on January 30, 2020 and thereafter categorized the outbreak as a pandemic on March 11, 2020. In order to contain the spread of COVID-19 virus, the Government of India initially announced a 21-days lockdown on March 24, 2020, which, after being subject to successive extensions, is being relaxed currently. During the duration of the lockdown, there were several restrictions in place including travel restrictions and directive to all citizens to not move out of their respective houses unless essential. However, during the initial stages of the lockdown our business operations were temporarily disrupted and we faced limited availability of raw materials and customers.

Due to the rising number of infected cases of COVID-19 in the country, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we may not face any difficulty in our operations due to such restrictions and such prolonged instances of lockdown may adversely affect our business, financial condition and results of operations. Further, our ability to ensure the safety of our workforce and continuity of operations while confirming with measures implemented by the central and state government in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team tested positive for COVID-19, it may potentially affect our operations. Further, in the event any of our employees’ tested positive for COVID-19, we may be required to quarantine our employees and shut down a part of or the entire our offices, as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our facility, offices, loss of life, injuries and impact the well-being of our employees.

The ultimate impact will depend on a number of factors, many of which are outside our control. These factors include the duration, severity and scope of the pandemic, the impact

of the pandemic on economic activity in India and globally, the eventual level of infections in India or in the regions in which we operate, and the impact of any actions taken by governmental bodies or health organizations (whether mandatory or advisory) to combat the spread of the virus. These risks could have an adverse effect on our business, results of operations, cash flows and financial condition. As on the date of this Draft Prospectus, while we have started our operations post lockdown, there is significant uncertainty on the impact of COVID-19 on global and Indian economy and we may not be able to accurately predict its near term or long-term impact on our business.

2) *There are outstanding litigations involving our company, the directors, which, if determined adversely, may affect their business and operations and our reputation.*

Our Company, directors other than promoters involved in certain legal proceedings at different levels of adjudication before various courts, tribunals and appellate authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties by other statutory authorities, our Company or Directors may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities and also adversely affect our reputation.

In the ordinary course of business, our Company and our directors are involved in certain legal proceedings, which are pending at varying levels of adjudication at different forums. The summary of outstanding matters set out below includes details of civil proceedings, criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our company, directors, promoters and our Group company.

According to the materiality policy, any outstanding litigation, other than criminal proceedings, statutory or regulatory actions and taxation matters, is considered material if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of Rs. 50,000 or if an adverse outcome of any such litigation could materially and adversely affect our business, prospects, operations, financial position or reputation.

We cannot assure you that any of the legal proceedings described below will be decided in favour of the company and or directors respectively. Further the amounts claimed in these proceedings have been disclosed to the extent ascertainable, excluding contingent liabilities and include amounts claimed jointly and severally. Should any new developments arise, such as change in Indian law or rulings by appellate courts or tribunals, additional provisions may need to be made by us, the promoters, directors and Group company in our respective financial statements, which may adversely affect our business, financial condition and reputation. We may incur significant expenses and management time in such legal proceedings. Decision in any such proceedings adverse to our interests may have adverse effect on our business, future financial performance and results of operations.

Name of Entity	Criminal Proceedings	Civil Arbitration Proceedings /	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints U/s 138 of NI Act, 1881	Securities and Economic Laws	Statutory / Regulatory Authorities	Aggregate Amount Involved (Amt. in lakhs)
Company									
By the Company	NIL	1	NIL	NIL	NIL	1	NIL	NIL	11,74,99,262.68
Against the Company	NIL	2	1	NIL	NIL	NIL	NIL	NIL	5,18,95,460
Promoters									
By the Promoter	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Against the Promoter	NIL	NIL	2 ⁽¹⁾	NIL	NIL	NIL	NIL	1 ⁽²⁾	2,55,875
Directors other than promoters									
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Against the Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1 ⁽³⁾	
Group Company									
By the Group Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Against the Group Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1 ⁽⁴⁾	

(1) Penalty proceedings U/s. 271 of the Income tax Act, 1956 is initiated against our promoters on accounts of reduction of loss U/s. 143(3) of the IT Act, 1956. The matter is under adjudication and amount involved under litigation can't be quantified.

(2) Our promoter Mr. Ram Agarwal has been disqualified to act as director u/s 164(2) of the Companies Act, 2013 due to non-filing of annual return of our group company M/s S.K. Stampings Pvt. Ltd for the FY 2008-09 & 2009-10.

(3) Our director Mr. Tapan Ghose was declared as defaulter in October 2011 due to non-filing of annual return of M/s. Switching Circuit Private Ltd but the same has been complied as on date of this draft prospectus.

(4) As per section 248 of the Companies Act, 2013, M/s S.K. Stampings Pvt. Ltd has been struck off due from ROC records to non-filing of annual financials for FY 2008-09 & 2009-10.

Note: The amounts may be subject to additional interest / other charges being levied by the concerned authorities which are unascertainable as on the date of this Draft Prospectus.

The detailed information on the outstanding litigations are set forth in the chapter "**Outstanding Litigation and Material Developments**" beginning on page 274 of this Draft Prospectus.

- 3) ***One of our Promoter and Key Managerial Personnel, Mr. Ram Agarwal, has been disqualified to act as Director in any company for a period of 5 years ending on 31.10.2021 by virtue of Section 164(2) read with Section 167 of the Companies Act, 2013. Any further restriction on him could affect the financial position and reputation of our company.***

Mr. Ram Agarwal, the Promoter and Chief Executive Officer of our Company has incurred the disqualifications to act as Director in any company for a period of 5 years ending on 31.10.2021 as mentioned in Section 164(2) of the Companies Act, 2013 due to his directorship in a Company, namely, S. K. Stampings Private Limited, which has not filed its financial statements or annual returns in the last two years (i.e. F.Y. 2008–09 onwards). The Registrar of Companies, Pune (Maharashtra) has struck off and dissolved the said Company vide Notice dated July 11, 2017.

Pursuant to Section 167 of the Companies Act, 2013, the office of a director shall become vacant in case if a director incurs any of the disqualifications specified in Section 164 of the Companies Act, 2013. Accordingly, the office of Mr. Ram Agarwal stands vacated w.e.f. November 01, 2016, however the said fact came into the notice of our Board of Directors recently, pursuant to which Mr. Ram Agarwal resigned from the Directorship of our Company w.e.f. June 14, 2018.

In case of any penalty or punitive action is imposed by Regulatory Authorities against him, it may impact the reputation of our Company and may have material impact on our business operations.

- 4) ***Certain discrepancies/errors were noticed in corporate records relating to filing with the Registrar of Companies and other provisions of Companies Act, 1956 / 2013. Any Penalty or action taken by any regulatory bodies authorizes in future, for non-compliance with provisions of corporate and other laws could impact the financial position of the company to that extent.***

Our company has not complied with certain statutory provisions in the past including but not limited to the details mentioned in this draft prospectus. For instance, our company in the past has inadvertently gave advance in the financial year 2017-18 & 2018-2019 to Mr. Ram Agarwal, Director of our company and Mr. Shyam Agarwal, relative of director, which is in contravention of Section 185 of the Companies Act, 2013 which was however later rectified and no such contravention is present as on date. Further our company in the financial year 2014-2015 inadvertently filed MGT-7 form for annual filing reflecting different shareholdings in the year. On realizing the mistake, our company again filed MGT-7 for the same year with correct shareholding and following the same till date. Further our company in March 2015, inadvertently appointed Mr. Prakash Agarwal, Mr. Jitendra Kedia and Mr. Devendra Kedia as executive directors in the Board meeting as the same should have been appointed as Director in the General meeting pursuant to section 152 of the Companies Act, 2013. However, the said directors had resigned from the office of Director w.e.f December 06, 2016 from the Board of the Company. Further in the financial year 2012 – 13, Our Company has obtained necessary approvals from the Board of Directors and Shareholders by passing a special resolution pursuant to Section 314 for payment of remuneration to relatives of Director under the Companies Act, 1956 and has not filed Form 23 with the ROC till date. Further the company has filed MGT-7, AOC-4 for the FY 2016-17 & 2017-18 respectively with Registrar with additional fees. Further our company has borrowed money from relatives of our directors during the period when the Companies Act, 1956 was applicable. The Companies Act, 1956 was replaced by Companies Act, 2013 from 01.04.2014. As per provisions of Companies Act, 2013, borrowings from persons other than directors were considered as deposits and company was in default as per Provisions of Section 73 of the Companies Act, 2013 in respect of them. However, with the amendment in Companies Act, 2013 vide Companies (Acceptance of Deposits)

Amendment Rules, 2015, effective from 15.09.2015 acceptance of loans from relative of directors is not termed as violation U/s.73 of the Companies Act, 2013 and also the same has been repaid by our Company.


Although no show-cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financial condition of our Company shall be effected to that extent.

- 5) *Properties on which our registered office, assembling facilities, services centers branches and godowns are located across India are not owned by us. In the event we are unable to renew lease agreements with respect to our registered office and manufacturing facilities on a timely basis or if such agreements are terminated, then it may lead to disruptions in our operations and may lead to operational losses.***

The properties where our registered office, assembling facilities are situated in Maharashtra & Gujarat along with the branch office located across India for after sales services and AMC contracts which our company have executed with our clients are not owned by our company and the same have been taken on lease. The agreements are renewable on mutually agreed terms. In the event of the said agreements are not being renewed or in case we have to vacate the said premises then our business operations may be disturbed till the time we are able to locate to any new premises for undertaking our administrative activities. Further various rent agreements of the branch offices of our company are expired. Due to the COVID-19 lockdown the agreements have still not been renewed. If demanded by the owners, the same may have to be vacated by the company. For details on properties taken on lease / rent by us please refer to the heading titled “Properties” in chapter titled “**Our Business**” beginning on page 121 of this Draft Prospectus.

- 6) *Intellectual property rights are important to our business and we may be unable to protect them from being infringed by others which may adversely affect our business value, financial condition and results of operations.***

As on the date of this Draft Prospectus, we have not yet obtained registration for our

corporate logo  and hence we do not enjoy the statutory protection accorded to a registered trademark. If we are unable to obtain a registration and still continue to use the corporate logo, we will be exposed to infringement and passing-off by third parties without being able to enforce any rights against them. Furthermore, we may also need to change our corporate logo which may adversely affect our reputation and business and require us to incur additional costs. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be duplicated, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations. For further details pertaining to our intellectual property, please refer to the chapter titled “**Our Business**” beginning on page 121 of this Draft Prospectus.

- 7) Our Company has incurred capital expenditure towards setting up manufacturing unit in Ahmedabad, Gujarat for producing solar products but the same did not work out to be economically viable leading the funds to be blocked with no estimated time of recovery.**

Our company had set up solar products manufacturing unit in Ahmedabad, Gujarat, in the year 2018 to manufacture the Solar PV panels for expanding their existing line of business. However, due to stiff competition from the overseas market and increased cost of manufacturing of the solar PV panels in-house, this unit was not proved economically feasible and therefore, is not operational as on the date of filling the Draft Prospectus.

Our company has already incurred the capital expenditure and will not be able to recover the same in the expected time, leading to a large amount of money being blocked which could have been invested in a more profitable income source.

- 8) Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more major clients would have a material adverse effect on our business operations and profitability.**

Our company top 10 and top 5 customers contributed 51.28 % and 38.10 % of our revenues for the period ended March 31, 2020 respectively based on the restated financial of our company. The loss of a significant client or clientele would have a material impact on our financial results. We cannot assure that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them.

Furthermore, major events such as bankruptcy, change of management, mergers and acquisitions and recent outbreak of pandemic COVID-19 affecting our clients which could adversely impact our business operation and profitability. If any of the major events occur to our clients, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off which adversely impact our income and financial condition of the company.

- 9) Our Company imports raw material from overseas markets. Any adverse events affecting the country could have a significant adverse impact on our results from operations.**

Our company procure components of our products from overseas markets as well as from local Indian market which are assembled and integrated to make the final product at our assembling unit situated at Pune as per the needs & requirements of the clients. The share of imported component used in our product line is 16.35% of total purchases.

With the recent COVID-19 situation prevailing in the country and the Government imposing restrictions on import and export, the company might face issues in importing its components from overseas markets along with hindrances in transport of goods from another country. Finding alternative sources to procure components can pose a threat to the business operations and its revenue generation.

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

We import major components of our products from overseas. Any adverse changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect our Company to the extent of cost of goods and sales in foreign currency terms. Any

adverse or unforeseen fluctuations with respect to the un-hedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

11) *We have certain contingent liabilities that have not been provided for in our Company's financials which if materialized, could adversely affect our financial condition.*

As on March 31, 2020 our Company has following contingent liabilities as per restated financial statements, the details for which are as under:

Particulars	Amount (in lakhs)
Claims against the company not acknowledged as debt;	517.83
Guarantees excluding financial guarantees;	803.68
Other money for which the company is contingently liable	1.12
Total	1322.63

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled **"Financial Statements as Restated"** on page 194 of this Draft Prospectus.

12) *We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of our approvals are required to be transferred in the name of "Prostarm Info Systems Limited" from "Prostarm Micronova Power Systems Limited" pursuant to conversion of the private limited company in to limited company as well as pursuant to the name change of the company and failure or delay in obtaining the same in a timely manner may adversely affect our operations.*

We require several statutory and regulatory permits, NOCs, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application in case of renewal as and when required in the ordinary course. Previously we were a private limited company in the name of "Prostar Micronova Power Systems Private Limited", thereafter the company converted into limited company under the name "Prostar Micronova Power Systems Limited". Further, the company changed its name from "Prostar Micronova Power Systems Limited" to "Prostarm Info Systems Limited". There are some of the approvals which are in the previous name; we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our company same may adversely affect our business or we may not be able to carry our business. Any failure to apply for and obtain the required approvals, licenses, NOCs, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licenses, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations. Please see chapters titled **"Key Industry Regulations and Policies"** and **"Government and Other Statutory Approvals"** at pages 148 and 281 respectively of this Draft Prospectus.

13) *Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.*

Our business is significantly dependent on the efficient and uninterrupted operation of our technology infrastructure that ensures smooth operations through various automated machines. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed latest technology and that the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

14) *We may not be able to qualify for, compete and win contracts, which could adversely affect our business and results of operations.*

We obtain portion of our business through Tender process which involves competitive bidding process. In selection for major tenders, clients generally limit the bid to contractors (or sub-contractors) they have pre-qualified based on several criteria including experience, technical and technology capacity, previous performance, reputation for quality, safety record, the financial strength of the bidder as well as its ability to provide performance guarantees and after sales services. These requirements vary depending on our various business segments and the nature of the contract. If we are unable to pre-qualify for contracts that we intend to bid on, or successfully compete for and win such contracts, our business, results of operations and financial condition may be adversely affected.

15) *Our company has not identified the MSME creditors as on the date of this Draft Prospectus. Failure to identify the MSME creditors may subject the company to penal provisions of the MSMED Act, 2006.*

With respect to the MSME creditors, our company has not maintained separate records for transactions with the MSME creditors as required under law and accordingly as of now no data in this regard is available with the company. Also, the same has been stated in the Peer Reviewed Auditor's Report as at March 31, 2020. As per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 in case we are unable to identify the Micro and Small Enterprises (MSME) Creditors then a fine of minimum Rs. 10,000/- shall be levied on the company under the said Act.

16) *Our company has not obtained insurance policies for our manufacturing facility for solar products located in Ahmedabad, Gujarat. Therefore, there is a risk of possible loss in case any unforeseen event happens which would've otherwise been covered through Insurance policy.*

Usually we insure our properties, plants and equipment against losses which could possibly occur on account of natural and man-made causes. The events that can lead to possible losses include earthquake, terrorism, riot/ strike / malicious damages, theft, etc. We have not insured our manufacturing facility at Ahmedabad and any such aforesaid events can lead to possible losses. For further information, see the section titled "Our Business" beginning on page 121 of this Draft Prospectus.

- 17) Our Promoter / Director and relative of Promoter have provided personal guarantee for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoter / Directors and thereby, impact our business and operations.**

Mr. Ram Agarwal, our Promoter & Chief Executive Officer and a Non- Executive Director Mr. Vikas Shyamsunder Agarwal, Mr. Santosh Agarwal and Mrs. Sushila Agarwal, members of promoter group, have personally guaranteed the repayment of loan taken from Bandhan Bank Limited. Any default or failure by us to repay its loans in a timely manner, or at all could trigger repayment obligations on the part of Mr. Ram Agarwal, Mr. Vikas Shyamsunder Agarwal, Mr. Santosh Agarwal and Mrs. Sushila Agarwal in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoter / Director of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that such individual withdraws or terminate their guarantee and collateral security, our lenders for such facilities may ask for alternate guarantees and collateral security, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please refer to chapter titled “**Financial Indebtedness**” beginning on page 271 of the Draft Prospectus.

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

Our success is substantially dependent on the expertise and services of our Directors, Promoters and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

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

Our business is working capital intensive and involves investment of significant amount in trade receivables and inventories of raw material. Summary of our working capital position based on the restated financials as at March 31, 2020 is given below: -

(Amount in Lakhs)	
	As at March 31, 2020
A. Current Assets	
Inventories	757.61
Trade Receivables-domestic	5281.42
Cash and cash Equivalents	637.35
Short Term Loans and Advances	519.36
Total Current Assets (A)	7195.74

B. Current Liabilities	
Trade Payables	5150.04
Other Current Liabilities and Provisions	329.61
Total Current Liabilities (B)	5479.65
Working Capital (A – B)	1716.09
Inventories as % of Total Current Assets	10.53%
Receivables as % of Total Current Assets	73.40%

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “**Objects of the Issue**” beginning on page 92 of this Draft Prospectus.

20) Shortage or non-availability of power facilities may adversely affect our assembling processes and have an adverse impact on our results of operations and financial conditions.

Our assembling process requires substantial amount of power facilities. We meet the power requirement at our Pune assembling facility by procuring the same from Maharashtra State Electricity Distribution Company Limited and any disruption in the same may affect our business operation, profitability and financial condition which may subsequently affect our ability to complete orders on time.

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

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. However, our Company is well equipped with in-house testing facility to test the products. Our finished product has to undergo a strict quality check to ensure that they are of relevant quality as per the standards set. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect our reputation, and our sales could be diminished if we are associated with negative publicity.

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

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

We have secured our lenders by creating a charge over our movable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 16.29 Lakhs as on March 31, 2020. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, mortgage charge on our immovable properties may be invoked by the

lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer chapter titled “**Financial Indebtedness**” beginning on page 271 of this Draft Prospectus.

23) Our Company has assembling facility located at Pune, Maharashtra. Any delay in production at, or shutdown of, or any interruption for a significant period of time, in this facility may in turn adversely affect our business, financial condition and results of operations.

Our Company has assembling facility located at Pune, Maharashtra. Our success depends on our ability to successfully assembling and delivering our products to meet our customer demand. Our assembling facility are susceptible to damage or interruption such as human error, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters, COVID-19 and industrial accidents and similar events. Further, our assembling facility is also subject to operational risk arising from compliance with the directives of relevant government authorities. Operational risks may result in personal injury and property damage and the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at any or all of these facilities due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company’s operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

24) Our lenders have imposed certain restrictive conditions on us under our financing arrangements regarding the end use of borrowed funds, submission of documents and meeting the margin requirements. Non-compliance with the restrictive conditions may lead to repayment of the borrowings in whole or in part and the company may incur other related costs.

There can be no assurance that we will be able to comply with these restrictive covenants in the future. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. For further information, see the chapter “**Financial Indebtedness**” on page 271 of the Draft Prospectus.

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

25) Our operations may be adversely affected in case of industrial accidents at any of our assembling facilities.

Usage of machinery, handling of materials by labour during assembling process or otherwise, lifting of materials by humans, etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Occurrence of accidents could hamper our assembling process and consequently affect our profitability.

- 26) Our Company has negative cash flows from its operating activities in the past one year out of past three years, the details of which are given below. Sustained negative cash flows could impact our growth and business.**

Our Company has negative cash flows from its operating activities in the previous one year out of past three years as per the Restated Standalone Financial Statements and the same are summarized below:

Particulars	For the year ended		
	3/31/2020	3/31/2019	3/31/2018
Net cash generated from / (used in) operating activities	217.00	(27.18)	285.74

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

- 27) Any discrepancy in our products and services could make our Company liable for customer claims, which in turn could affect our Company's results of operations.**

Our Company is bound by the terms and conditions as stated in the purchase order placed by its customers and annual maintenance contracts. There are no specific regulations governing the supply of the same other than the general law of contracts. Therefore, any claims made by these customers for defects in the products or discrepancy in the services rendered, would be subject to these terms and conditions, which are in the nature of normal contractual obligations in India. Any violation of these obligations could impact our Company's results of operations and financial conditions along with loss of customers.

- 28) We have in the past entered into related party transactions and may continue to do so in the future.**

We have entered into related party transactions with our promoters and directors. While we believe that all such transactions have been conducted on the arm's 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 will enter into the related party transactions in the future also. For details of these transactions, please refer to section titled "**Related Party Transactions**" at page 192 of this Draft Prospectus.

- 29) The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.**

The market for our products is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, quality of products, distribution network, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

30) Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “**Dividend Policy**” on page 193 of this Draft Prospectus.

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

Our Promoters, Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Promoters, Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “**Capital Structure**” and “**Our Management**” on pages 73 and 162, respectively, of this Draft Prospectus.

32) The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.

Since the Issue size is less than Rs. 10,000 lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

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

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

34) Our Company has unsecured loans which are repayable on demand. Any Demand loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

Based on Restated Financial Statements, our company has unsecured loans as at March 31, 2020 amounting to Rs. 40.00 Lacs from Promoters and members of Promoters group that are repayable on demand to the relevant lenders as per restated financial statements. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected

demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For, further details of unsecured loans of our company, please refer chapter titled ***“Financials Statements as Restated”*** beginning on page 194 of this Draft Prospectus.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own 73.42% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

36) *The industry in which we operate is labour intensive and our operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees.*

Our industry being labour intensive is dependent on labour force for carrying out its operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

37) *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. 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 clients. 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.

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

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

39) *Industry information included in this Draft Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Prospectus.

Issue Specific Risk

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

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

- 41) *The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

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

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

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

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

The Issue Price of our Equity Shares has been determined by Fixed Price Method. This price is based on numerous factors (For further information, please refer chapter titled "**Basis for Issue Price**" beginning on page 100 of this Draft Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;

- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

44) The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue price.

Our Promoters average cost of acquisition of Equity Shares in our Company could be lower than the Issue Price as decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “**Capital Structure**” beginning on page 73 of this Draft Prospectus.

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

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

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

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

EXTERNAL RISKS FACTORS**Industry Related Risks****47) *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

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

Other Risks**48) *Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Prospectus.***

As stated in the reports of the Auditor included in this Draft Prospectus under chapter “**Financial Statements as restated**” beginning on page 194, the financial statements included in this Draft Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Prospectus.

Accordingly, the degree to which the financial information included in this Draft Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

49) *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.*

The regulatory and policy environment in India is evolving and subject to change. Such changes in applicable law and policy in India, including the instances described below, may adversely affect our business, financial condition, results of operation, performance and prospects in India, to the extent that we are not able to suitably respond to and comply with such changes.

For instance, in November 2016, the Government of India demonetized certain – high value denominations of currency. Trading and retail businesses in India were impacted for a limited period of time on account of such demonetization. Such businesses have subsequently needed to introduce additional point of sale instruments to improve their collection process.

The Government of India implemented a comprehensive national goods and service tax ("GST") regime that combines taxes and levies by the central and state governments into a unified rate structure from July 01, 2017, which we believe will result in fundamental changes. However, given its recent introduction, there is no established practice regarding the implementation of, and compliance with, GST. The implementation of the new GST regime has increased the operational and compliance burden for Indian companies and has also led to various uncertainties. Any future increases and amendments to the GST regime may further affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. Further, as GST is implemented, there can be no assurance that we will not be required to comply with additional procedures and/or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of GST may have a material adverse effect on our business, financial condition and results of operations.

Further, the General Anti Avoidance Rules came into effect on April 1, 2017. The effect of the application of these provisions to our business in India is at present uncertain. Furthermore, the Finance Act, 2019 instituted a number of amendments to the existing direct and indirect tax regime which includes the withdrawal of long-term capital gains exemptions on equity shares, long term capital gains applicability in the hands of Foreign Institutional Investors and applicability of dividend distribution tax for certain transactions with shareholders, among others.

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

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

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

While facts and other statistics in this Draft Prospectus relating to India, the Indian economy and the industry in which our company operates has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "**Our Industry**" beginning on page 106 of the Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and

market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

52) *Financial instability in Indian financial markets could adversely affect our Company's results of operations and financial condition.*

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

SECTION IV: INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Issue of 32,88,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at price of Rs. 30/- per Equity Share aggregating Rs. 986.40 lakhs.
Consisting of:	
Market Maker Reservation Portion	1,68,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at price of Rs 30/- per Equity Share aggregating Rs. 50.40 lakhs.
Net Issue to the Public**	31,20,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at price of Rs. 30/- per Equity Share aggregating Rs. 936.00 lakhs.
	Of Which
	15,60,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at price of Rs. 30/- per Equity Share aggregating Rs. 468.00 lakhs will be available for allocation / allotment to Retail Investors of up to Rs. 2.00 lakhs.
	15,60,000 Equity Shares of face value of Rs. 10 /- each fully paid up of the Company for cash at price of Rs. 30/- per Equity Share aggregating Rs. 468.00 lakhs will be available for allocation to investors above Rs. 2.00 lakhs.
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	90,83,600 Equity Shares of face value of Rs. 10/- each
Equity Shares outstanding after the Issue	1,23,71,600 Equity Shares of face value of Rs. 10/- each
Use of Proceeds	For details, please refer chapter titled “Objects of the Issue” beginning on page 92 of this Draft Prospectus for information on use of Issue Proceeds.

The allocation in the **“Net Issue to the Public” category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to:
 - i) Individual applicants other than retail individual investors; 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. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Notes:

- The Issue is in compliance with 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957 whereby at least 25% of each class of equity shares issued by the company shall be offered and allowed to the public in terms of the offer document.
- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- The issue has been authorized by Board of Directors vide resolution passed at its meeting held on February 24, 2020 and by the Shareholders of our company vide special resolution passed at the Extra Ordinary Meeting held on March 20, 2020.
- Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid application received. The allocation to each Retail Individual Investor shall not be less than the minimum Application Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Also, pursuant to the SEBI ICDR Regulations in case if the Retail Individual Investors category is entitled to more than the allocated portion on proportionate basis, the Retail category shall be allotted that higher percentage.
- Subject to valid Application being received at or above the Issue Price, under-subscription, if any, in any category, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the Lead Manager and the Designated Stock Exchange.
- This being fixed price issue under regulation 253 (2) of the SEBI (ICDR) Regulations, 2018. However, QIB can apply under HNI category.

For further details please refer to section titled '**Issue Information**' beginning on page 302 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

ANNEXURE-I

(Amount in Lakhs)

Particulars	For the Year ended		
	31/03/2020	31/03/2019	31/03/2018
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	227.09	227.09	227.09
Reserves and Surplus (excluding Revaluation Reserves, if any)	2004.34	1460.42	1148.13
Money received against share warrants	0.00	0.00	0.00
Share Application Money Pending Allotment	0.00	0.00	0.00
Non-Current Liabilities			
Long-term Borrowings	48.10	91.09	104.55
Deferred tax liabilities (Net)	0.00	0.00	0.00
Other Long-Term Liabilities	0.00	0.00	0.00
Long-term Provisions	60.14	37.13	29.18
Current Liabilities			
Short-term Borrowings	0.00	0.00	90.68
Trade Payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	0.00	0.00	0.00
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	5150.04	2780.96	2885.21
Other Current Liabilities	186.30	125.97	110.42
Short-term Provisions	143.32	64.62	36.44
Total	7819.32	4787.28	4631.70
II. ASSETS			
Non-Current Assets			
Fixed assets			
(i) Tangible Assets	113.24	134.79	166.38
(ii) Intangible Assets	0.00	0.00	0.00
(iii) Capital Work-In-Progress	0.00	0.00	0.00
Non-Current Investments	331.43	319.35	319.35
Deferred Tax Assets (Net)	17.91	10.17	9.43
Long-term Loans and Advances	161.00	373.09	215.23
Other Non-Current Assets	0.00	0.00	0.00
Current Assets			
Current Investments	0.00	0.00	0.00
Inventories	757.61	135.70	264.24
Trade Receivables	5281.42	2864.02	2418.19
Cash and Cash Equivalents	637.35	479.40	568.65
Short-term Loans and Advances	255.33	175.08	429.76
Other Current Assets	264.03	295.68	240.47
Total	7819.32	4787.28	4631.70

Note:- The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexures IV, II and III.

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

ANNEXURE-II

(Amount in Lakhs)

	Particulars	For the Year ended		
		31/03/2020	31/03/2019	31/03/2018
I	Revenue from Operations	10927.29	6396.90	4820.75
II	Other Incomes	38.04	83.05	21.13
III	Total Income (I+II)	10965.32	6479.95	4841.88
IV	Expenses:			
	(a) Purchase of Stock-in-Trade	9190.13	4593.34	3262.08
	(b) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	-621.91	128.54	-167.85
	(c) Employee Benefit Expenses	714.07	504.25	450.65
	(d) Finance Costs	21.34	57.30	67.04
	(e) Depreciation and Amortization Exp.	30.89	36.12	19.64
	(f) Other Expenses	886.39	708.86	610.68
	Total Expenses (IV)	10220.91	6028.43	4242.26
V	Profit/(loss) before exceptional/ extraordinary items and tax (I-IV)	744.42	451.53	599.62
VI	Extraordinary Items	-39.54	0.00	130.62
VII	Profit/(loss) before tax (V-VI)	783.96	451.53	469.00
VIII	Tax Expense			
	Current Tax	238.60	135.52	91.00
	Deferred Tax Liability / (Asset)	-7.73	-0.74	-6.18
	Interest on Income-tax	9.16	4.47	0.87
	Income Tax Earlier Year	0.00	0.00	0.00
IX	Restated profit/(loss) after tax for the period from continuing operations (VII-VIII)	543.92	312.28	383.31
X	Profit/ (Loss) from Discontinuing operation	0.00	0.00	0.00
XI	Tax expenses of discontinuing operations	0.00	0.00	0.00
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)	0.00	0.00	0.00
XIII	Restated Profit/(Loss) for the Period	543.92	312.28	383.31

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexures IV, I and III.

RESTATED SUMMARY STATEMENT OF CASH FLOW

ANNEXURE-III

(Amount in Lakhs)

Particulars	For the Year ended		
	31/03/2020	31/03/2019	31/03/2018
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	783.96	451.53	469.00
<i>Adjustment for:</i>			
Less: Interest on Fixed Deposit	-26.71	-12.21	-7.17
Less: Loss on Sale of Fixed Assets	0.00	-1.01	0.00
Add: Depreciation	30.89	36.12	19.64
Add: Provision of Gratuity	25.12	8.08	18.67
Add: Interest on Borrowed Fund & Finance Charges	21.34	57.30	67.04
Operating profit before working capital changes	834.60	539.81	567.18
<i>Adjustment for:</i>			
(Increase)/Decrease in Inventories	-621.91	128.54	-167.85
(Increase)/Decrease in Trade Receivables	-2417.41	-445.83	1134.05
(Increase)/Decrease in Short Term loans and advances	-80.25	254.69	-424.38
(Increase)/Decrease in Long Term loans and advances	212.09	-157.86	-62.11
(Increase)/Decrease in Other Current Assets	31.65	-50.21	-121.66
Increase/(Decrease) in Trade Payables	2369.08	-104.25	589.17
Increase/(Decrease) in Short Term Borrowings	0.00	-90.68	-1234.54
Increase/(Decrease) in Other Current Liabilities	60.33	15.54	74.04
Increase/(Decrease) in Short Term Provisions	3.00	0.00	0.00
	-443.42	-455.06	-213.27
Cash generated from / (used in) operations	391.18	84.75	353.91
Income Tax Paid/(refund)	174.18	111.93	68.16
Net cash generated from/(used in) operating activities - (A)	217.00	-27.18	285.74
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	-9.35	-5.86	-117.19
(Increase)/Decrease in Non-current Investments	-12.08	0.00	1.00
Proceeds from Sale of Fixed Assets	0.00	2.34	0.00
(Increase)/Decrease in Bank Deposits	-151.92	-165.98	-12.82
Interest Income on Fixed Deposit	26.71	12.21	7.17
Net cash (used in) Investing Activities - (B)	-146.64	-157.29	-121.83
CASH FLOW FROM FINANCING ACTIVITIES			
Increase/(Decrease) in Long Term Borrowings	-42.99	-13.46	21.49
Interest & Finance Charges	-21.34	-57.30	-67.04
Net cash (used in) / from financing activities - (C)	-64.33	-70.76	-45.55
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	6.03	-255.23	118.37
Cash and cash equivalents at the beginning of the year	206.55	461.78	343.41
Cash and cash equivalents at the end of the year	212.58	206.55	461.78

Cash and cash equivalents at the end of year comprises:			
1. Components of cash and cash equivalents:			
Cash on hand	1.24	1.02	4.83
Balances with scheduled banks in current accounts	211.35	205.53	456.95
Total Cash and cash equivalents	212.58	206.55	461.78

Notes: -

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Negative figures represent outflow.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses as appearing in Annexures IV, I and II.

GENERAL INFORMATION

Our Company was originally incorporated on January 11, 2008 as “**Prostar Micronova Power Systems Private Limited**” as a Private Limited Company under the provisions of the Companies Act, 1956 by Registrar of Companies, Pune bearing Corporate Identification Number U31900PN2008PTC131272. Subsequently, our company was converted into Public Limited Company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting held on March 17, 2017 and name of company was changed to “**Prostar Micronova Power Systems Limited**” pursuant to issuance of Fresh Certification of Incorporation dated May 26, 2017 by Registrar of Companies, Pune. Further, the company has changed its name pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting held on July 10, 2017 and name of company was changed to “**Prostarm Info Systems Limited**” pursuant to issuance of Fresh Certification of Incorporation dated July 28, 2017 by Registrar of Companies, Pune. The Corporate Identification Number of our company U31900PN2008PLC131272. The registered office of our company is situated at SR No. 321, Patil Nagar, Bavdhan Budruk, Pune Maharashtra – 411 021 India.

For details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled “**History and Corporate Matters**” beginning on page 157 of this Draft Prospectus.

REGISTERED OFFICE OF OUR COMPANY

PROSTARM INFO SYSTEMS LIMITED

SR No. 321 Patil Nagar Bavdhan Budruk,
Pune, Maharashtra – 411021

Tel: +91 9158980000

E-mail: cs@prostarm.com

Website: www.prostarmups.com

Corporate Identification Number: U31900PN2008PLC131272

Registration No: 131272

CORPORATE OFFICE OF OUR COMPANY

PROSTARM INFO SYSTEMS LIMITED

EL – 35, Mahape, TTC Industrial Area,
Navi Mumbai – 400 701.

Tel: +91- 9158980000

E-mail: cs@prostarm.com

Website: www.prostarm.com

REGISTRAR OF COMPANIES

Registrar of Companies, Pune

PCNTDA Green Building,
Block A, 1st & 2nd Floor,
Near Akurdi Railway Station,
Akurdi, Pune – 411044.

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

EMERGE Platform of National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Website: www.nseindia.com

BOARD OF DIRECTORS OF OUR COMPANY

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

S. No.	Name	DIN	Address	Designation
1.	Mr. Vikas Shyamsunder Agarwal	01940262	14, Amramanjari Bungalows, Near Basant Bahar, South Bopal Ahmedabad 380058	Chairman & Non-Executive Director
2.	Mr. Tapan Ghose	01739231	82/9E Ballygunge Place Flat-12, Floor- 6th, Ballygunge Kolkata 700019	Managing Director
3.	Mrs. Sonu Ram Agarwal	01920474	Flat NO-12/103, NRI Complex, Sector-54, Palm Beach Road Near DPS School, Seawood, Nerul, Navi Mumbai – 400 706	Whole-Time Director
4.	Mr. Raghu Ramesh Thammannashastri	03331642	New No 427, Sri Bhavani, 17th Cross Kanaka Nagar, R T Nagar Post Bangalore – 560 032	Whole-Time Director
5.	CA Harsh Jodhani	08829270	C – 803, Aashirwad Avenue, VIP Road, Opp. Shyam Mandir, Surat – 395017	Independent Director
6.	Nehal K Gangar	07140342	Building No.16/Flat – 401, N.R.I Complex, Seawoods Estate, Palm Beach, Road, Sector – 54/56/58, Nerul West – 400, Navi Mumbai, Thane – 400 615.	Independent Director

For further details of our Directors, please refer to the chapter titled **“Our Management”** beginning on page 162 of this Draft Prospectus.

CHIEF EXECUTIVE OFFICER

MR. RAM AGARWAL

Prostarm Info Systems Limited

Flat No-12/103, NRI Complex,
Sector-54, Palm Beach Road
Near DPS School, Seawood,
Nerul, Navi Mumbai – 400706

Tel: +91 – 91589 80000

Email: ram@prostarm.com

CHIEF FINANCIAL OFFICER

MRS. SONU RAM AGARWAL
Prostarm Info Systems Limited
Flat NO-12/103, NRI Complex,
Sector-54, Palm Beach Road
Near DPS School, Seawood,
Nerul, Navi Mumbai – 400706
Tel: +91 –9022912233
E-mail: cfo@prostarm.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. PAYAL JAIN
Prostarm Info Systems Limited
EL – 35, Mahape, TTC Industrial Area,
Navi Mumbai – 400 701.
Tel: +91 96364 97707
E-mail: cs@prostarm.com

Investors can contact the Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue in case of any pre – Issue or post – Issue related problems, such as non – receipt of letters of Allotment, non – credit of Allotted Equity Shares in the respective beneficiary account, non – receipt of refund orders and non – receipt of funds by electronic mode. For all the issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager or the Registrar in the following manner:

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant and ASBA Account number (for Applicants other than RIIs Applying through the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of RIIs applying through the UPI Mechanism.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Issue with a copy to the relevant Sponsor Bank or the Self Certified Syndicate Banks if the Application was submitted to a SCSBs at any of the Specified Locations, or the Registered Broker if the Application was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Applicant, Application Form number, address of the Applicant, Applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the SCSBs or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Application was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Application Amount was blocked.

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

In terms of *SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018*, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB's, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSB's are

required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For all issue related queries and redressal of complaints, Applicant may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

STATUTORY AUDITOR AND PEER REVIEW AUDITOR

M/s. Mansaka Ravi & Associates

34, Fourth Floor, Trinita Mall,
Swage farm, New Sangar road,
Sodala, Jaipur – 302019

Tel: +0141 4911031

E-mail: ravi@ravimansaka.com

Contact Person: CA. Ravi Mansaka

Firm Registration No: 015023C

Peer Review Number: 012074

M/s. Mansaka Ravi & Associates, Chartered Accountants holds a peer review certificate dated January 17, 2020 issued by the ICAI.

LEAD MANAGER

Holani Consultants Private Limited

401-405 & 416-418, 4th Floor,
Soni Paris Point, Jai Singh Highway,
Bani Park, Jaipur-302016

Tel: +91-141-2203995/96

Fax: +91-141-2201259

Email: ipo@holaniconsultants.co.in

Website: www.holaniconsultants.co.in

Contact Person: Ms. Rashika Khandal

SEBI Registration No: INM000012467

REGISTRAR TO THE ISSUE

LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083

Maharashtra, India

Tel: +91 022-49186200

Fax: +91 022-49186195

Website: www.linkintime.co.in

Email: prostarm.ipo@linkintime.co.in

Investor Grievance id: prostarm.ipo@linkintime.co.in

Contact Person: Ms. Shanti Gopal Krishnan

SEBI Registration Number: INR000004058

LEGAL ADVISOR TO THE ISSUE

Chir Amrit Corporate LLP

6th Floor, 'Unique Destination'

Opp. Times of India, Tonk Road

Jaipur – 302015, Rajasthan

Tel: +91 0141 – 4044500 (EXT: 118)/ +91 – 98292 00420

Fax: +91 0141 – 4044522

E-mail: ritu@chiramritlaw.com

Contact Person: Ms. Ritu Soni

Website: www.chiramritlaw.com

BANKER TO THE COMPANY

HDFC Bank Limited HDFC Annexe Sector 17, Vashi, Navi Mumbai – 400 703. Tel: 022 – 2780 4011 E-mail: ashishb.tiwari@hdfcbank.com Contact Person: Mr. Ashish Tiwari / Mr. Tarun Kochar Website: www.hdfcbank.com	Axis Bank Limited Shop no. 21, 22 & 23 Moraj Residency, off palm beach road, Sanpada, Navi Mumbai – 400 705 Tel: 022- 27813336/7/8 E-mail: sanpada.branchhead@axisbank.com Contact Person: Mr. Brundaban Biswal / Mr. Kunal Sanwatsarkar Website: www.axisbank.com
Yes Bank Limited Office No. 276/277, 2 nd Floor, Satara Plaza, Sector No. 19, Palm Brach Road, Vashi, Navi Mumbai - 400703 Tel: 9833374414 E-mail: Sankalp.rastogi@yesbank.in Contact Person: Mr. Sankalp Rastogi Website: www.yesbank.in	[●] Tel: [●] E-mail: [●] Contact Person: [●] Website: [●]

PUBLIC ISSUE / BANKER TO THE ISSUE AND REFUND BANKER & SPONSOR BANK

[●]

Tel: +91 [●]

Fax: +91 [●]

E-mail: [●]

Contact Person: [●]

Website: [●]

SEBI Registration No.: [●]

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA applicant (other than a RII using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time.

Syndicate SCSB Branches

In relation to applications (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept Application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Holani Consultants Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

CREDIT RATING

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

IPO GRADING

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, No credit rating agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

APPRAISAL AND MONITORING AGENCY

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of monitoring agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of Rs. 986.40 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue. Further, our company has not appointed any appraisal agency for this Issue.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on statement of tax benefits and report on restated financials for the year ended March 31, 2020, 2019 and 2018 as included in this Draft Prospectus, our Company has not obtained any expert opinion.

DEBENTURE TRUSTEE

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

FILING OF OFFER DOCUMENT

The Draft Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Prospectus shall also be furnished to the board in a soft copy. Pursuant to SEBI Circular Number *SEBI/HO/CFD/DIL1/CIR/P/2018/011* dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

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 Registrar of Companies, Pune, PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044, India.

ISSUE PROGRAMME

An indicative time table in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	[•]
Issue Closing Date	[•]
Finalization of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of Refunds / Unblocking of ASBA	[•]
Credit of Equity Shares to Demat Accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

The above timetable is indicative and does not constitute any obligation or liability on our Company, and the LM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, revision of the Price or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the LMs will submit reports of compliance with T+6 listing timelines and activities, identifying non – adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Applications

Issue Period (except the Issue Closing Date)	
Submission and revision in Applications	Only between 10.00 a.m. to 5.00 p.m. Indian Standard Time ("IST")
Issue Closing Date	
Submission and revision in Applications	Only between 10.00 a.m. to 3.00 p.m. IST

On the Issue Closing Date, the applications shall be uploaded until:

- 4.00 p.m. (Indian Standard Time) for Applications by Non – Institutional Investor and QIB, if any; and
- Until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, in case of Applications received by Retail Individual Investors.

On the Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Applications received from Retail Individual Investors after taking into account the total number of Applications received and as reported by the LM to the Stock Exchanges.

It is clarified that Applications not uploaded on the electronic bidding system or in respect of which the full Application Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Time.

Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offering, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software / hardware system or blocking of application amount by SCSB's on receipt of instruction form Sponsor Bank due to any errors, malfunctioning or breakdown in the UPI mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

UNDERWRITER

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

Name and Address of the Underwriter	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue size Underwritten
Holani Consultants Private Limited 401-405 & 416-418, 4 th Floor, Soni Paris Point, Jai Singh Highway, Bani Park, Jaipur-302016 Tel: +91-141-2203996 Fax: +91-141-2201259 Email: ipo@holaniconsultants.co.in Website: www.holaniconsultants.co.in Contact Person: Mr. Ramavtar Holani SEBI Registration No: INM000012467	32,88,000*	986.40	100
Total	32,88,000*	986.40	100

**Includes 1,68,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as mentioned below, there have been no changes in the Auditors in the last three financial years preceding the date of this Draft Prospectus.

Sr. No.	Particulars of Previous Auditor	Particulars of New Auditor	Effective Date	Reason
1.	M/s. BSA & Associates LLP 103, Garud Apartment, 518 Narayam Peth, near Modi Ganpati, Pune – 411 030 Tel No.: 020 – 2444 0404 E-mail.: info@bsa-in.com Contact Person.: CA Sunil Bhatt Firm Registration No.: 129262W Membership No.: 124879 Peer Review Number: N.A.	M/s. Mansaka Ravi & Associates 34, Fourth Floor, Trinity Mall, Swage farm, New Sanganer road, Sodala, Jaipur – 302019 Tel: +91 98297 53254 E-mail: ravi@ravimansaka.com Contact Person: CA Ravi Mansaka Firm Registration No: 015023C Membership No: 417024 Peer Review Number: 012074	January 28 th , 2020	Due to pre – occupied commitments in other statutory audit assignments and other professional commitments.

DETAILS OF MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into an agreement dated [●], with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making.

[●]

[●]

Tel:[●]

Fax:[●]

E-mail: [●]

Website: [●]

Contact Person:[●]

SEBI Registration No.:[●]

Market Maker Registration No.: (SME Segment of NSE): [●]

[●], registered with Emerge Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2 – way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as

specified by the stock exchange from time to time and the same shall be updated in Draft Prospectus. 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 prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of National Stock Exchange of India Limited and SEBI from time to time.
- 3) The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of Rs.30/- the minimum lot size is 4,000 Equity Shares thus minimum depth of the quote shall be Rs. 1,20,000/- until the same, would be revised by National Stock Exchange of India Limited.
- 4) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the 1,68,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
- 5) There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
- 6) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 7) There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
- 8) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the Stock Exchange.
- 9) The shares of the company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of National Stock Exchange of India Limited and market maker will remain present as per the guidelines mentioned under National Stock Exchange of India Limited and SEBI circulars.
- 10) Price Band and Spreads: SEBI Circular bearing reference no: *CIR/MRD/DP/ 02/2012 dated January 20, 2012*, has laid down that for Offer size up to Rs. 250 crores, the applicable price bands for the first day shall be:
 - 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.

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 EMERGE Platform of National Stock Exchange of India Limited

Sr. No.	Market Price Slab (In Rs.)	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

- 11) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily /fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 12) The Market Maker shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

- 13) Emerge Platform of National Stock Exchange of India Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE Limited can impose any other margins as deemed necessary from time-to-time.
- 14) National Stock Exchange of India Limited 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.
- 15) 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.
- 16) Pursuant to SEBI Circular number *CIR/MRD/DSA/31/2012 dated November 27, 2012*, limits on the upper side for Market Makers during market making process has been made applicable, based on the issue size and as follows:

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

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

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

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

Amount (Rs. in Lacs except share data)			
S. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	AUTHORISED SHARE CAPITAL		
	1,40,00,000 Equity Shares of face value of Rs. 10/- each	1400.00	
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
	90,83,600 Equity Shares of face value of Rs. 10/- each	908.36	
C.	PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS		
	Fresh Issue of 32,88,000 Equity Shares of Face value of Rs. 10/- each at a price of Rs. 30/- Per Equity Share	328.80	986.40
	Consisting of:		
	Reservation for Market Maker —1,68,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 30/- per Equity Share	16.80	50.40
	Net Issue to the Public —31,20,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 30/- per Equity Share	312.00	936.00
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors - 15,60,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 30/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs.2 Lakhs	156.00	468.00
	Allocation to Other than Retail Individual Investors - 15,60,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 30/- per Equity Share shall be available for allocation for Investors applying for a value above Rs. 2 Lakhs	156.00	468.00
D.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE		
	1,23,71,600 Equity Shares of face value of Rs. 10 each	1237.16	
E.	Securities Premium Account		
	Before the Issue		NIL
	After the Issue		657.60

The Present Issue of 32,88,000 in terms of this Draft Prospectus has been authorized by the Board of Directors vide a resolution passed at its meeting held on February 24, 2020 and by the shareholders of our Company vide a special resolution passed at the Extra-Ordinary General Meeting held on March 20, 2020.

Classes of Shares

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

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in Authorized Share Capital:

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

S. No.	Date of Change	AGM/EGM	Changes in authorized Capital
1.	On Incorporation	--	The authorized capital of our company on incorporation comprised of Rs. 1,00,000/- consisting of 10,000 Equity shares of Rs. 10 each.
2.	March 25, 2010	EGM	The authorized share capital of Rs. 1,00,000/- consisting of 10,000 Equity Shares of Rs.10/- each was increased to Rs.5,00,00,000/- consisting of 50,00,000 Equity shares of Rs.10/- each.
3.	May 11, 2018	EGM	The authorized share capital of Rs. 5,00,00,000/- consisting of 50,00,000 Equity Shares of Rs.10/- each was increased to Rs. 14,00,00,000/- consisting of 1,40,00,000 Equity shares of Rs.10/- each.

2. History of Equity Share capital of the company:

The following table sets forth the history of the equity share capital of our company.

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity shares	Cumulative Paid-up Capital (Rs.)
On Incorporation	10,000	10.00	10.00	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000
April 29, 2011	90,000	10.00	10.00	Other than Cash	Conversion of Unsecured loan ⁽ⁱⁱ⁾	1,00,000	10,00,000
May 02, 2011	19,70,900	10.00	10.00	Other than Cash	Conversion of Unsecured loan ⁽ⁱⁱⁱ⁾	20,70,900	2,07,09,000
April 02, 2013	2,00,000	10.00	10.00	Cash	Further Allotment ^(iv)	22,70,900	2,27,09,000
August 29, 2020	68,12,700	10.00	10.00	Other than cash	Bonus Issue in the ratio of 3:1 ^(v)	90,83,600	9,08,36,000

Notes:

- i. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/- each as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1	Ram Agarwal	5,000
2	Sonu Ram Agarwal	5,000
	Total	10,000

- ii. Issue of 90,000 Equity Shares of face value of Rs. 10/- each against conversion of unsecured loan on April 29, 2011 as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1	Ram Agarwal	90,000
	Total	90,000

- iii. Issue of 19,70,900 Equity Shares of face value of Rs. 10/- each against conversion of unsecured loan on May 02, 2011, as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1	Ram Agarwal	11,71,800
2	Parvati Shyamsunder Agarwal	2,91,000
3	Shyamsunder Balluram Agarwal	1,000
4	Sunita Agarwal	18,500
5	Vikas Shyamsunder Agarwal	4,61,600
6	Vikas Agrawal (HUF)	27,000
	Total	19,70,900

- iv. Further Issue of 2,00,000 Equity Shares of face value of Rs.10/- each fully paid at par on April 02, 2013, as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1	Ram Agarwal	2,00,000
	Total	2,00,000

- v. Bonus Issue of 68,12,700 Equity Shares of Face Value of Rs.10/- each in the ratio of 3:1 i.e. Three Equity shares for every one equity share held by shareholders on August 29, 2020 as per details given below:

Sr. No	Name of Person	No. of Shares Allotted
1	Ram Agarwal	20,43,810
2	Sonu Ram Agarwal	13,62,543
3	Shyamsunder Balluram Agarwal	1,14,843
4	Sunita Agarwal	55,500
5	Vikas Shyamsunder Agarwal	22,47,939
6	Parvati Shyamsunder Agarwal	9,07,065
7	Vikas Agrawal HUF	81,000
	Total	68,12,700

3. Equity Shares issued for consideration other than cash

Except set out below, our Company has not issued any Equity Shares for consideration other than cash since its incorporation:

Date of Allotment	Name of the Allottees	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Reason/Nature of Allotment	Benefits accrued to our company
April 29, 2011	Ram Agarwal	90,000	10	10	Conversion of Unsecured loan to Equity	Reduction in Borrowings
May 02, 2011	Ram Agarwal	11,71,800	10	10	Conversion of Unsecured loan to Equity	Reduction in Borrowings
	Parvati Shyamsunder Agarwal	2,91,000				
	Shyamsunder Balluram Agarwal	1,000				
	Sunita Agarwal	18,500				
	Vikas Shyamsunder Agarwal	4,61,600				
	Vikas Agrawal (HUF)	27,000				
August 29, 2020	Ram Agarwal	20,43,810	10	-	Bonus Issue in the ratio of 3:1	Capitalization of Reserves & Surplus
	Sonu Ram Agarwal	13,62,543				
	Shyamsunder Balluram Agarwal	1,14,843				
	Sunita Agarwal	55,500				
	Vikas Shyamsunder Agarwal	22,47,939				
	Parvati Shyamsunder Agarwal	9,07,065				
	Vikas Agrawal HUF	81,000				

- As on the date of filling the Draft Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under sections 391 – 394 of the Companies Act 1956 or sections 230 – 234 of the Companies Act, 2013.
- A company doesn't have any Employee stock option scheme (hereinafter called as "ESOP")/ Employee Stock purchase scheme (hereinafter called as "ESPS") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed issue. As and when options are granted to our employees under the ESOP scheme, our company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

7. Issue of equity shares at a price lower than issue price within last one year.

Except as disclosed below, our Company has not issued any Equity Shares in the last one year immediately preceding the date of this Draft Prospectus at a price which is lower than the Issue Price:

Date of Allotment	Name of Allottees	Category of Allottees	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Reason/ Nature of Allotment
August 29, 2020	Ram Agarwal	Promoter	20,43,810	10.00	Nil	Bonus Issue in the ratio of 3:1
	Sonu Ram Agarwal	Promoter	13,62,543			
	Shyamsunder Balluram Agarwal	Promoter Group	1,14,843			
	Sunita Agarwal	Promoter Group	55,500			
	Vikas Shyamsunder Agarwal	Promoter Group	22,47,939			
	Parvati Shyamsunder Agarwal	Promoter Group	9,07,065			
	Vikas Agrawal HUF	Promoter Group	81,000			

8. Except as mentioned below, none of the members of the promoter's group, our promoters, the directors of our company and the relatives have purchased or sold equity shares during the period of six months immediately preceding date of filing of this draft prospectus.

Date of Transfer / Allotment	Name of Transferor/ Transferee/Allottee	Category	No. of Equity Shares (Transferred) /Acquired/ Allotted	Face value (Rs.)	Issue Price (Rs.)	Reason/ Nature of Allotment
July 17, 2020	Ram Agarwal	Promoter	(7,85,530)	10.00	Nil	Transfer of Shares among family members to align the shareholding pattern.
	Sonu Ram Agarwal	Promoter	(3,24,994)			
	Sonu Ram Agarwal	Promoter	7,74,175			
	Shyamsunder Balluram Agarwal	Promoter Group	37,281			
	Vikas Shyamsunder Agarwal	Promoter Group	2,87,713			
	Parvati Shyamsunder Agarwal	Promoter Group	11,355			
August 29, 2020	Ram Agarwal	Promoter	20,43,810	10.00	Nil	Bonus Issue in the ratio of 3:1
	Sonu Ram Agarwal	Promoter	13,62,543			
	Shyamsunder Balluram Agarwal	Promoter Group	1,14,843			
	Sunita Agarwal	Promoter Group	55,500			
	Vikas Shyamsunder Agarwal	Promoter Group	22,47,939			
	Parvati Shyamsunder Agarwal	Promoter Group	9,07,065			
	Vikas Agrawal HUF	Promoter Group	81,000			

9. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company as on the date of this Draft Prospectus

i. Summary of Shareholding Pattern as on date of this Draft Prospectus:

I	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares *		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	7	90,83,600	-	-	90,83,600	100	90,83,600	100	-	100	-	-	-	-	90,83,600
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	90,83,600	-	-	90,83,600	100	90,83,600	100	-	100	-	-	-	-	90,83,600

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

ii. Shareholding Pattern of Promoter and Promoter Group

S.No.	Category & Name of the Shareholders	PAN	No. of share holders	No. of fully paid up equity share s held	Partl y paid -up equity shar es held	Nos. of shares underlyin g Deposito ry Receipts	Total nos. shares held	Shareh olding (calcula ted as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Share s Underl ying Outsta nding conve rtible securi ties (inclu ding Warra nts)	Sharehold ing, as a % assuming full conversio n of convertibl e securities (as a percentag e of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwi se		Number of equity shares held in demateria lized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shar es held (b)	No. (a)	As a % of total shar es held (b)	
									Class Equity Shares of Rs.10/- each	Clas s Y	Total								
	I	II	III	IV	V	VI	VII=IV+V+V I	VIII	IX				X	XI = VII+ X	XII	XIII	XIV		
(1)	Indian																		
(a)	Individuals/ Hindu undivided Family																		
	Ram Agarwal		1	27,25,080	-	-	27,25,080	30.00	27,25,080	-	-	30.00	-	30.00	-	-	27,25,080		
	Sonu Ram Agarwal		1	18,16,724	-	-	18,16,724	20.00	18,16,724	-	-	20.00	-	20.00	-	-	18,16,724		
	Shyamsunder Balluram Agarwal		1	1,53,124	-	-	1,53,124	1.69	1,53,124	-	-	1.69	-	1.69	-	-	1,53,124		
	Sunita Agarwal		1	74,000	-	-	74,000	0.81	74,000	-	-	0.81	-	0.81	-	-	74,000		
	Vikas Shyamsunder Agarwal		1	29,97,252	-	-	29,97,252	33.00	29,97,252	-	-	33.00	-	33.00	-	-	29,97,252		
	Parvati Shyamsunder Agarwal		1	12,09,420	-	-	12,09,420	13.31	12,09,420			13.31		13.31			12,09,420		

	Vikas Agrawal HUF		1	1,08,000	-	-	1,08,000	1.19	1,08,000			1.19		1.19			1,08,000
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	7	90,83,600	-	-	90,83,600	100.00	90,83,600	-	-	100.00	-	100.00	-	-	90,83,600
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	7	90,83,600	-	-	90,83,600	100.00	90,83,600	-	-	100.00	-	-	-	-	90,83,600

iii. Shareholding Pattern of Public Shareholder

S. No.	Category & Name of the Shareholders	PAN	No. of share holders	No. of fully paid up equity share s held	Partly paid-up equity share s held	Nos. of shares under lying Depository Receipts	Total nos. shares held	Shareh olding % (calcula ted as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convert ible securiti es (includi ng Warrant s)	Total Shareholdi ng, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Numbe r of equity shares held in demate rialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total share s held (b)	No. (not appli cable) (a)	As a % of total share s held (not applic able) (b)	
									Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI	VII=IV+V +VI	VIII	IX				X	XI= VII+ X	XII		XIII		XIV
(1)	Institutions																		
(a)	Mutual Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Venture Capital Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Provident Funds/ Pension Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

(2)	Central Government/ State Government(s)/ President of India	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-institutions																
(a)	Individuals																
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B)= (B)(1) + (B)(2) + (B)(3)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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

S. No.	Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerialized form (Not applicable)
									No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total shares held (not applicable)	
									Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI= VII+ X	XII	XIII		XIV	
(1)	Custodian/DR Holder																		
(a)	Name of DR Holder (if available)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (c) (1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (C) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter Non-Public shareholding (C) = (C)(1) + (C) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

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

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of Emerge platform of National Stock Exchange of India Limited before commencement of trading of such Equity Shares.

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

S. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
A)	Promoter				
1	Ram Agarwal	27,25,080	30.00	27,25,080	22.03
2	Sonu Ram Agarwal	18,16,724	20.01	18,16,724	14.68
	Sub Total (A)	45,41,804	50.01	45,41,804	36.71
B)	Promoter Group				
1	Vikas Shyamsunder Agarwal	29,97,252	33.00	29,97,252	24.23
2	Shyamsunder Balluram Agarwal	1,53,124	1.69	1,53,124	1.24
3	Sunita Agarwal	74,000	0.80	74,000	0.60
4	Parvati Shyamsunder Agarwal	12,09,420	13.31	12,09,420	9.78
5	Vikas Agrawal HUF	1,08,000	1.19	1,08,000	0.87
	Sub-total (B)	45,41,796	49.99	45,41,796	36.71
	Total (A+B)	90,83,600	100.00	90,83,600	73.42

11. The List of the shareholders of the company holding 1% or more of the paid-up share capital aggregating to 80% or more of the paid-up share capital of the company.

- a) List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus and end of last week from the date of draft prospectus:

Sr. No.	Name of Shareholders	No. of Equity Shares Held	% of Paid Up Capital #
1	Vikas Shyamsunder Agarwal	29,97,252	33.00
2	Ram Agarwal	27,25,080	30.00
3	Sonu Ram Agarwal	18,16,724	20.00
4	Parvati Shyamsunder Agarwal	12,09,420	13.31
5	Shyamsunder Balluram Agarwal	1,53,124	1.69
6	Vikas Agrawal (HUF)	1,08,000	1.18
	Grand Total	90,09,600	99.19

. # the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

- b) **List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date Two year prior to the date of the Draft Prospectus:**

Sr. No.	Name of Shareholders	No. of Equity Shares Held*	% of Paid Up Capital #
1	Ram Agarwal	14,66,800	64.59%
2	Vikas Shyamsunder Agarwal	4,61,600	20.33%
3	Parvati Shyamsunder Agarwal	2,91,000	12.81%
4	Vikas Agrawal HUF	27,000	1.19%
	Grand Total	22,46,400	98.92

- c) **List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date One year prior to the date of the Draft Prospectus:**

Sr. No.	Name of Shareholders	No. of Equity Shares Held*	% of Paid Up Capital #
1	Ram Santosh Agarwal	14,66,800	64.59%
2	Vikas Shyamsunder Agarwal	4,61,600	20.33%
3	Parvati Shyamsunder Agarwal	2,91,000	12.81%
4	Vikas Agrawal HUF	27,000	1.19%
	Grand Total	22,46,400	98.92

- d) **List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date Ten day prior to the date of the Draft Prospectus:**

Sr. No.	Name of Shareholders	No. of Equity Shares Held	% of Paid Up Capital #
1	Vikas Shyamsunder Agarwal	29,97,252	33.00
2	Ram Agarwal	27,25,080	30.00
3	Sonu Ram Agarwal	18,16,724	20.00
4	Parvati Shyamsunder Agarwal	12,09,420	13.31
5	Shyamsunder Balluram Agarwal	1,53,124	1.69
6	Vikas Agrawal (HUF)	1,08,000	1.18
	Grand Total	90,09,600	99.19

the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

12. Our company has not made any public issue since incorporation.
13. The company has not issued any convertible instrument like warrants, debentures etc. since its incorporation and there is no outstanding convertible instrument as on the date of filing of Draft Prospectus.
14. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares of our Company have been listed. Further, our Company does not intend to alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares within a period of six months from the date of opening of the Issue. However, our company may further issue equity shares (including issue of securities convertible to equity shares) whether preferential or otherwise after the date of the listing of the equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme

of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

15. Shareholding of the Promoters of our company

1. Capital Build-up of Promoters' shareholding

As on the date of this Draft Prospectus, **Our Promoters Mr. Ram Agarwal and Mrs. Sonu Ram Agarwal** holds 45.41,804 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue Price / Consideration / Acquisition/ Transfer price Rs.) *	Nature of Issue	Pre-issue shareholding (%)	Post-issue shareholding (%)
A) Ram Agarwal						
On Incorporation	5,000	10.00	10.00	Subscription to MOA	0.06	0.04
April 29, 2011	90,000	10.00	10.00	Conversion of Unsecured loan	0.09	0.73
May 02, 2011	11,71,800	10.00	10.00	Conversion of Unsecured loan	12.90	9.47
April 02, 2013	2,00,000	10.00	10.00	Further Allotment	2.20	1.62
July 17, 2020	(7,85,530)	10.00	-	Transfer by way of Gift ⁽ⁱ⁾	(8.65)	(6.35)
August 29, 2020	20,43,810	10.00	-	Bonus Allotment	22.50	16.52
Total (A)	27,25,080	10.00	-	-	30.00	22.03
B) Sonu Ram Agarwal						
On Incorporation	5,000	10.00	10.00	Subscription to MOA	0.07	0.04
July 17, 2020	7,74,175	10.00	-	Acquisition by way of Gift ⁽ⁱⁱ⁾	8.52	6.26
July 17, 2020	(3,24,994)	10.00	-	Transfer by way of Gift ⁽ⁱⁱⁱ⁾	(3.58)	(2.63)
August 29, 2020	13,62,543	10.00	10.00	Bonus Allotment	15.00	11.01
Total (B)	18,16,724	10.00	-	-	20.01	14.68
Total (A+B)	45,41,804	10.00	-	-	50.01	36.71

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

All the equity shares held by our promoters were fully paid-up on the respective dates of acquisition of such equity shares.

- i. Details of 7,85,530 equity shares transferred by our promoter Mr. Ram Agarwal by way of gift vide deed executed on July 17, 2020:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transferred	Name of Transferee
1.	July 17, 2020	Mr. Ram Agarwal	7,74,175	Mrs. Sonu Ram Agarwal
2.	July 17, 2020	Mr. Ram Agarwal	11,355	Mrs. Parvati Shyamsunder Agarwal
	Grand Total		7,85,530	

- ii. Details of 7,74,175 equity shares acquired by our promoter Mrs. Sonu Ram Agarwal by way of gift vide deed executed on July 17, 2020:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	July 17, 2020	Mr. Ram Agarwal	7,74,175	Mrs. Sonu Ram Agarwal
	Grand Total		7,74,175	

- iii. Details of 3,24,994 equity shares transferred by our promoter Mrs. Sonu Ram Agarwal by way of gift vide deed executed on July 17, 2020:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	July 17, 2020	Mrs. Sonu Ram Agarwal	37,281	Mr. Shyamsunder Balluram Agarwal
2.	July 17, 2020	Mrs. Sonu Ram Agarwal	2,87,713	Mr. Vikas Shyamsunder Agarwal
	Grand Total		3,24,994	

16. We have 7 (Seven) shareholders as on the date of filing of the Draft Prospectus.

17. None of the persons/entities comprising our Promoter Group, the directors of the company which is a promoter of our company, directors of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/ individual or otherwise during the period of six months immediately preceding the date of filing of this Draft Prospectus.

18. Details of Promoters' Contribution locked in for three years:

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, an aggregate of **20.05%** of the post-Issue capital held by our Promoter shall be considered as Promoters' Contribution ("**Promoters Contribution**") and locked-in for a period of three years from the date of allotment of equity shares issued pursuant to this Issue. 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 shall give a written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting **20.05%** of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of Three years from the date of allotment in the Issue.

Date of Allotment/ Transfer made fully paid up	No. of Equity shares locked in	Face Value	Issue Price	Nature of Allotment	% of Post Issue shareholding	Lock in Period
A) Ram Agarwal						
On Incorporation	5,000	10.00	10.00	Subscription to MOA	0.04	3 Years
April 29, 2011	90,000	10.00	10.00	Conversion of Unsecured loan	0.73	3 Years
May 02, 2011	3,86,270	10.00	10.00	Conversion of Unsecured loan	3.12	3 Years
April 02, 2013	2,00,000	10.00	10.00	Further Allotment	1.62	3 Years
August 29, 2020	9,42,730	10.00	10.00	Bonus Issue	7.62	3 Years
Total (A)	16,24,000				13.13	
B) Sonu Ram Agarwal						
On Incorporation	5,000	10.00	10.00	Subscription to MOA	0.04	3 Years
July 17, 2020	4,49,181	10.00	10.00	Acquisition by way of Gift	3.63	3 Years
August 29, 2020	4,01,819	10.00	10.00	Bonus Issue	3.25	3 Years
Total (B)	8,56,000				6.92	
Total (A+B)	24,80,000				20.05	

Our Promoters have confirmed to our company and the Lead Manager that the acquisition of equity shares held by our promoters has been financed from their internal accruals and no loans or financial assistance from any banks or financial institutions have been availed of by them for this purpose.

The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI (ICDR) Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI ICDR Regulations. In connection, we confirm the following: -

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

- b) The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Prospectus at a price lower than the Issue Price;
- c) Our Company has not been formed by the conversion of a partnership firm into a Company and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm;
- d) The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- e) All the Equity Shares of our Company held by the Promoter are held in dematerialized form prior to filing of this Draft Prospectus; and
- f) The Equity Shares offered for Promoters' contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoters' contribution subject to lock-in.

19. Details of Share Capital of the Promoters Lock in for one year

In addition to 20% of the post issue capital of our company held by the Promoters, which will be locked-in for three years, the balance 20,61,804 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

20. Lock in of Equity Shares held by Persons other than the Promoters:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 45,41,796 Equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

21. Inscription or Recording of non-transferability:

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and incase such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the depository.

22. Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary(ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

23. Transferability of Locked in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoter or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

We further confirm that our Promoters contribution of 20% of the post issue equity share capital does not include any contribution from Alternative Investment Fund, Foreign Venture Capital Investors, Scheduled Commercial Banks, Public Financial Institutions or Insurance Companies registered under IRDA.

24. Our Company, our Directors and the Lead manager has not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being issued through the Issue from any person.
25. As on date of the Draft Prospectus, all the equity shares of our company are fully paid-up. Further, since the entire Issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares.
26. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
27. Our company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
28. There are no safety net arrangements for this public issue.
29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

31. There are no Equity Shares against which depository receipts have been issued.
32. As on date of the Draft Prospectus, other than the Equity Shares, there are no other class of securities issued by our Company.
33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
34. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
35. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
 - a. Minimum of 50% of the net offer of shares to the Public (i.e. 15,60,000 Equity Shares) shall be made available for allotment to retail individual investors; and
 - b. The balance net offer of shares to the public (i.e. 15,60,000 Equity Shares) shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
 - 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.

Explanation: If the retail individual investor category is entitled to more than allocated portion on proportionate basis, the retail individual investors shall be allocated that higher percentage.

36. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
37. Our Promoters and the members of our Promoters' Group will not participate in this Issue.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
39. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead manager and the Emerge Platform of National Stock Exchange of India Limited.
40. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2020 please refer to paragraph titled '**Details of Related Parties Transactions as Restated**' in the chapter titled "**Financial Statements as Restated**" on page 194 of the Draft Prospectus.
41. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "**Our Management**" beginning on page 162 of the Draft Prospectus.

OBJECTS OF THE ISSUE

Requirements of Funds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. 890.19 lakhs (the “**Net Proceeds**”).

We intend to utilize the net Proceeds from Issue towards the following objects:

- Funding the Working capital requirements of our Company; and
- General corporate purposes.

(Collectively, herein referred to as the “**Objects**”)

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

Also, we believe that listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our equity shares in India.

ISSUE PROCEEDS

The details of the Issue Proceeds are set out in the following table:

<i>(Rs. in lakhs)</i>		
Sr.No.	Purpose	Estimated Amount
1	Gross Proceeds of the issue	986.40
2	Less: Issue related expenses	96.21
	Net Proceeds	890.19

UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilized in the manner set out in the following table:

<i>(Rs. in lakhs)</i>				
Sr.No.	Purpose	Estimated Amount	Percentage of Gross Receipts	Percentage of Net Receipts
1	Funding the working Capital Requirement of our Company	670.19	67.94%	75.29%
2	General corporate purposes	220.00	22.30%	24.71%

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Prospectus, our Company had not deployed any funds towards the objects of the Issue.

(Rs. in lakhs)

S. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilization of Net Proceeds (F.Y. 2021-22)
1.	Funding the working Capital Requirement of our Company	670.19	670.19
2.	General corporate purposes	220.00	220.00
	Total	890.19	890.19

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

MEANS OF FINANCE

The fund requirement set out for the aforesaid objects will be met through the Net Proceeds to the extent of Rs. 670.19 lakhs and balance through internal accruals / net worth / short term bank finance. Further details of funding of objects are given below:

(Rs. in lakhs)

S. No.	Particulars	Amount required	IPO Proceeds	Internal Accruals / Net Worth	Short Term Cash Credit Facility
1.	Funding the working Capital Requirement of our Company	3038.92	670.19	2158.73	210.00
2.	General corporate purposes	220.00	220.00	0.00	0.00

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Net Proceeds and existing identifiable internal accruals

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment are based on internal management estimates of our company and has not been appraised by our Lead Managers or any bank or financial institutions or any other external agency.

The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in future at the discretion of the management. In the event of any shortfall in the funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall

in the Net Proceeds, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

Details of the Objects of the Issue

The details of the fresh Issue are set out below:

1. Funding the working capital requirement of our Company

We fund our working capital requirements in the ordinary course of our business from our internal accruals, net worth and financing from various banks and financial institutions. Based on the restated financials of the company as on March 31, 2020, the company expects to increase its turnover by the end of FY 2020-2021. Increased turnover will lead to higher investments in inventories and receivables. Therefore, our company will require additional funds for meeting its incremental working capital requirements.

Our Company's existing working capital requirement and funding on the basis of Restated Standalone Financial Statements for Financial year 2018-19 and for Financial year 2019-20 are as stated below:

<i>(Rs. in Lakhs)</i>		
Particulars	FY 2018-19 (Restated)	FY 2019-20 (Restated)
Current Assets:		
Inventories: -		
– Raw Material	0.00	0.00
– Work in progress	0.00	0.00
– Finished goods	135.70	757.61
Trade Receivables – Domestic	2864.02	5281.42
Short term loans & advances and other current assets	470.76	519.36
Cash & cash equivalents	479.40	637.35
Total (A)	3949.88	7195.74
Current Liabilities:		
Trade payables	2780.96	5150.04
Other current liabilities & provisions	190.59	329.61
Total (B)	2971.55	5479.65
Total Working Capital (A) - (B)	978.33	1716.09
Existing Funding Pattern		
Short Term Borrowings from Bank	0.00	0.00
Internal Accruals / Net worth	978.33	1716.09

Basis of estimation of working capital requirement

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated 3rd March, 2020 has approved the business plan for the Financial Year 2020-21. The projected working capital requirements for Financial Year 2020-21 is stated below:

<i>Rs. in Lakhs)</i>	
Particulars	FY 2020 – 21 (Estimated)
Current Assets:	
Inventories: -	
– Raw Material	0.00
– Work in progress	0.00
– Finished goods	930.00
Trade Receivables – Domestic	6280.00
Short term loans & advances and other current assets	341.69
Cash & cash equivalents	511.31
Total (A)	8063.00
Current Liabilities:	
Trade payables	4705.38
Other current liabilities & provisions	318.70
Total (B)	5024.08
Total Working Capital (A) - (B)	3038.92
Funding Pattern	
Short Term Borrowings from Bank	210.00
Internal Accruals / Net worth	2158.73
Proceeds from IPO	670.19

Assumptions of Working Capital requirement

<i>(Holding Period in Months)</i>			
Particulars	FY 2018-19 (Restated)	FY 2019-20 (Restated)	FY 2020-21 (Estimated)
Current Assets:			
Inventories: -			
– Raw Material	0.00	0.00	0.00
– Work in progress	0.00	0.00	0.00
– Finished goods	0.30	0.96	0.99
Trade Receivables – Domestic	5.37	5.80	5.80
Current Liabilities:			
Trade payables	7.27	6.72	5.46

Justifications for Holding Period levels

Justifications for Holding Period level mentioned in the table above are provided below:

Particulars	Justification for Holding Levels
Current Assets:	
Inventories:- - Finished Goods	In order to achieve cost competitiveness, shorter leads times and support our increasing operations, we aim to stock efficient finished goods and stock-in-trade inventory levels. From FY 2018-19 our finished goods days ranged around 9-10 days which increased to 28-29 days in FY 2019-20 on account of increase in sales, which we assume to continue on similar levels of around 30 days from Financial Year 2020-21 and subsequent financial years.
Trade Receivables – Domestic	We have assumed trade receivables credit period of 5.80 months in the financial year 2020-21 which is in line with the credit period of financial year 2019-20 and 2018-19. It is expected to be at same levels from subsequent financial years as we expect to realize our receivables in the same manner as done previously to grow our operations. Our management believes that the existing credit period to our customers is reasonable for our business operations
Current Liabilities:	
Trade Payables	We have estimated trade payables credit period of 5.46 months for the Financial Year 2020-21 and going forward, as against 6.72 months in Financial Year 2019-20 and 7.27 in Financial Year 2018-19 as our Company expects to achieve better and favorable pricing terms by adhering minimum payables credit period. Since one of the objects of IPO is to meet the working capital requirements of the company, our management is planning to pay off majority of our creditors from the Net Issue Proceeds which would result in lower holding period levels in the subsequent periods. This would help us in maintaining good terms with our creditors.

Our Company proposes to utilize Rs. 670.19 lakhs of the Net Proceeds in the Financial Year 2020-21 towards working capital requirements. The balance portion of our working capital requirement for the Financial Year 2020-21 will be arranged from existing bank borrowings and internal accruals / Networth.

2. General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company in compliance with SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- Strategic initiatives;
- Brand building and strengthening of marketing activities; and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of the Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

Public Issue Expenses

The expenses for this Issue include, among others, Underwriting and IPO management fees, selling commission, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The total expenses for this Issue are estimated not to exceed Rs. 96.21 lakhs.

Particulars	Expenses (Rs. In lakhs)	As % of total expenses	As a % of Gross Issue size
Fees payable to the Lead Manager (including Underwriting commission)	75.00	77.95%	7.60%
Brokerage, selling commission and upload fees	1.00	1.04%	0.10%
Advertising and marketing expenses	5.00	5.20%	0.51%
Fees payable to the Legal Advisors	1.75	1.82%	0.18%
Fees payable to the Registrar to the Issue	0.50	0.52%	0.05%
Fees payable to the to the Regulators including stock exchanges	3.50	3.64%	0.35%
Brokerage and selling commission payable to Syndicate**	1.23	1.28%	0.12%
Brokerage and selling commission payable to Registered Brokers**	1.23	1.28%	0.12%
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs****	2.00	2.08%	0.20%
Printing and distribution of Issue stationary	1.00	1.04%	0.10%
Others (bankers to the Issue, auditor's fees etc.)	4.00	4.16%	0.41%
Total estimated Issue Expenses	96.21	100.00%	9.75%

As on the date of Draft Prospectus our Company has incurred Rs. 6.74 Lakhs towards Issue expenses out of internal accruals duly verified by M/s. Mansaka Ravi & Associates, Chartered Accountants vide their Certificate dated September 25, 2019.

***Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be 0.15 % on the allotment amount on the application wherein shares are allotted.*

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

No additional bidding charges shall be payable by our Company to the SCSBs on the applications directly procured by them.

SCSBs will be entitled to a processing fee of Rs. 10/- (plus applicable GST) per valid ASBA form, subject to total ASBA processing fees being maximum of Rs. 1 lakh (plus applicable GST), for processing the ASBA Forms procured by the members of the Syndicate, Sub – syndicate, Registered brokers, RTAs or CDPs from Retail Individual applicants and Non – Institutional applicants and submitted to the SCSBs. In case the total ASBA processing

charges payable to SCSBs exceeds Rs. 1 lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed Rs. 1 lakh.

Registered brokers will be entitled to a commission of Rs. 10/- (plus applicable GST) per valid ASBA form, subject to total commission being maximum of Rs. 1 lakh (plus applicable GST), which are directly procured by the Registered Brokers from Retail Individual applicants and Non – Institutional applicants and submitted to SCSBs for processing. In case the commission payable to Registered Brokers exceeds Rs. 1 lakh, then the amount payable to Registered Brokers would be proportionately distributed based on the number of valid applications such that the total commission payable does not exceed Rs. 1 lakh.

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

BRIDGE FINANCING FACILITIES

As on the date of this Draft Prospectus, we have not entered into any bridge financing arrangements which is subject to being repaid from the Issue Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of issue proceeds.

INTERIM USE OF FUNDS

Pending utilization of the proceeds of the Issue for the purposes described above, our Company will temporarily invest the Net Issue Proceeds in deposits with scheduled commercial banks included in second schedule of Reserve Bank of India Act, 1934.

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

MONITORING OF UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than Rs. 10,000 Lakhs as per Regulation 262 (1) of the SEBI ICDR Regulation, 2018. Our Board and Audit Committee will monitor the utilization of the net proceeds of the Issue through its audit committee and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall disclose to the Audit Committee the uses and application of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than stated in this Draft Prospectus, certified by Statutory Auditors of the company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Furthermore, in accordance with Regulation 32 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization

of the Net Proceeds of the Issue from the Objects of the Issue as stated above; and (ii) details of category wise variations in the utilization of the Net Proceeds of the Issue from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

VARIATIONS IN OBJECT

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the shareholders in relation to the passing of such special resolution (the — Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office of the company is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us to the promoter and promoter group, the directors, associates or key management personnel or group companies, except in the normal course of business and in compliance with the applicable law.

BASIS OF ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of an assessment of market demand for the Equity Shares through the Fixed Issue Price method and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is Rs.10/- each and the Issue Price is 3.0 times of the face value.

Investors should also refer to the Sections titled as **“Our Business”**, **“Risk Factors”** and **“Financial Statements as Restated”** beginning on pages 121, 31 and 194 respectively, of this Draft Prospectus, to have an informed view before making an investment decision. The trading price of the equity shares of our company could be declined due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computation of Issue Price, are:

- Highly experienced management and operational team.
- Well established infrastructure with technologies from internationally renowned suppliers.
- Scalable business model with wide portfolio of clients.
- Existing relationship with clients.
- Wide array of Quality Products & Services.
- Bright growth prospects of the Industry as a whole.

For a detailed discussion on the qualitative factors please refer to section titled **“Our Business”** on page 121 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for the financial years ended March 31, 2020, 2019 and 2018 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled **“Financial Statements as Restated”** and **“Other Financial Information”** beginning on page 194 and 245 respectively of this Draft Prospectus. Some of the quantitative factors, which may form the basis for computing the Issue Price, are as follows:

1. Basic and Diluted Earnings per share (EPS) as per Accounting Standard 20 as adjusted for changes in capital:

Year ended	Basic & Diluted EPS (Rs.)	Weight
March 31, 2020	5.99	3
March 31, 2019	3.44	2
March 31, 2018	4.22	1
Weighted Average	4.85	

Notes:

1. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period / year adjusted by the number of Equity Shares issued during the period / year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as*

a proportion of total number of days during the period / year.

2. The face value of each Equity Share is Rs. 10/-.
 3. Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS – 20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
 4. Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders / Weighted average number of shares outstanding during the year / period.
 5. Diluted Earnings per share = Net profit after tax, as restated/Weighted average number of diluted Equity shares outstanding during the year / period.
 6. On August 29th 2020, our company issued and allotted 68,12,700 equity shares to the existing shareholders as fully paid up bonus shares. For calculating for weighted average number of equity shares for EPS above, these bonus shares have been considered in all the period reported.
2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 30/- per Equity Share of Rs. 10/- each fully paid up:

Particulars	P/E ratio on Issue Price
P/E ratio based on Basic/ Diluted EPS for FY 19 – 20	5.01
Industry P/E Ratio*:	
Lowest	NA
Highest	NA
Average	NA

*There no comparable listed companies in the same line of business, hence no data reported for the industry

3. Average Return on Net Worth (RoNW): -

Return on Net Worth as per Restated Financial Statements is as under: -

Year Ended	RoNW (%)	Weight
March 31, 2020	24.38	3
March 31, 2019	18.51	2
March 31, 2018	27.87	1
Weighted Average	23.01	

Notes:

1. The RONW has been computed by dividing net profit after tax (excluding exceptional income, if any) as restated by net worth (excluding revaluation reserve, if any) as restated as at Year end
2. Weighted average RoNW= Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. [(RoNW x Weight) for each fiscal] / [Total of weights].

4. Net Asset Value per share of Face Value of Rs.10 each:

The Net Asset Value per equity share as per restated financials

Particulars	Amount in Rs.
Net Assets Value per Equity Share as of March 31, 2020	24.57
Net Assets Value per Equity Share after the Issue	15.23
Issue Price per Equity Share	30.00

Notes:

1. Net Asset Value per Equity Share has been computed as Net Worth divided by outstanding number of equity shares as restated.
2. On August 29th 2020, our company issued and allotted 68,12,700 equity shares to the existing shareholders as fully paid up bonus shares. For calculating for weighted average number of equity shares for EPS above, these bonus shares have been considered in all the period reported.

5. Comparison with Other Industry Peers:

We believe that there no listed peer group comparable companies in India which are purely in providing power backup solutions and allied services such as Solutions and services related to power and total implementations/infrastructure solutions in additions to supply of flagship product such as uninterrupted power supply system, solar PV power Plants, Batteries, servo control voltage stabilizers and other related power conditioning equipment's. Further we believe that there no listed entities which are having comparable turnovers and are focused exclusively in the segment in which we operate.

The issue price share has been determined by the issuer in consultation with the Lead Manager and justified by the issuer in consultation with the Lead Manager on the basis of above information.

For further details see section titled ***“Our Business”, “Risk Factors” and “Financial Statement as restated”*** beginning on page 121, 31 & 194 respectively including important profitability and return ratios, as set out in the section titled ***“Financial Statements as restated”*** beginning on page 194 of this Draft Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFITS

To,

The Board of Directors,
ProstarM Info Systems Limited
SR NO. 321, Patil Nagar,
Bavdhan Budruk, Pune,
MH 411021 IN

Dear Sirs,

Sub: Statement of possible special tax benefits ("the Statement") available to PROSTARM INFO SYSTEMS LIMITED ("the Company") and its shareholders prepared in accordance with the requirements under Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("the Regulations")

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ("Act") as amended by the Finance Act, 2019 and The Finance (No. 2) Act, 2019 (i.e. applicable to Financial Year 2019-20 relevant to Assessment Year 2020-21), and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax Rules, Circulars and Notifications) presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

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

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

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

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

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

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

Yours Faithfully,

For, M/s.Mansaka Ravi & Associates
Chartered Accountants

SD/-
CA. Ravi Mansaka
(Partner)
Membership No. 410816
Firm Registration No. 015023C

Place: Jaipur
Date:16.09.2020

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

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws as well as indirect tax laws in India for the Financial Year 2019-20.

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

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

B. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INDIRECT TAX REGULATIONS

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

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

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

Notes:

1. For the purpose of reporting here, we have not considered the general tax benefit available to the company or shareholders under the Income Tax Regulations.
2. This Statement does not discuss any tax consequences in any country outside India of an investment in the shares. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

SECTION V- ABOUT THE COMPANY

OUR INDUSTRY

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information. You should read the entire Draft Prospectus, including the information contained in the sections titled “**Risk Factors**” and “**Financial Statements as Restated**” and related notes beginning on page 31 and 194 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.*

WHAT IS UNINTERRUPTED POWER SUPPLY

In simplest terms, an uninterruptible power supply (or UPS) is a device intended to prevent a loss of power that could cause damage or disruption to an electrical system. Essentially, its a backup battery in the event your mains supply has a problem and it can make sure critical systems stay active long enough to shut down if you need prolonged power in the event of a disruption, you'd be best off looking at a diesel generator as a UPS will protect you for only a few minutes.

What does a UPS protect against?

There are four main problems that can befall your electrical supply, all of which can be safeguarded against by proper use a UPS system. These are

Power Surges – A sudden increase in power flowing through to your device is typically caused by something like a lightning strike. This leads to a sudden increase in power followed by a drop which causes damage to equipment.

Overvoltage – Overvoltage is when the power being supplied is greater than the power required and can cause overheating and damage. Unlike with a power surge, this power is over a sustained period and causes different problems.

Undervoltage – Also known as a brown-out, Undervoltage is what occurs when the power supplied is less than is required. This could be from a sudden demand for power in other areas or a problem with the grid, the lack of flow leads to damage and active data loss.

Power Outage – A complete disruption of power, either short or long term. There can be a number of reasons that you might be subject to a power outage but the results can be severe with data loss and system downtime being the major contributors.

By providing a constant flow of power, a UPS allows you to handle these problems as they arise. UPS systems moderate the flow of power and jump in with charged batteries in the event of total disruption.

What are the parts of a UPS?

A UPS consists of four primary parts which, when working together, provide you with a steady flow of power in the event of an emergency. They will likely be arranged in different formations depending on what version of a UPS you have available. An online double conversion UPS will have a different layout than an offline UPS, but both machine types consist of these four main elements.

The Charger – Also referred to as the Rectifier, this is used to ensure your batteries remain charged while they're waiting to be activated. In order to do this, the incoming AC (alternating current) needs to be converted into DC (direct current) and it travels in this form through the majority of the UPS. The charger will be set-up differently if it's for an offline or online UPS as the flow of power will be different.

The Battery – This is the heart of any UPS system; the batteries are how you store the power that you need to use when the power is disrupted. The batteries involved are stored in long strings with several connected in series for continuous power. The danger here is that if one battery fails, the entire string will and highlights the importance of frequent battery testing. The charger is used to ensure the power of the batteries remains as high as possible.

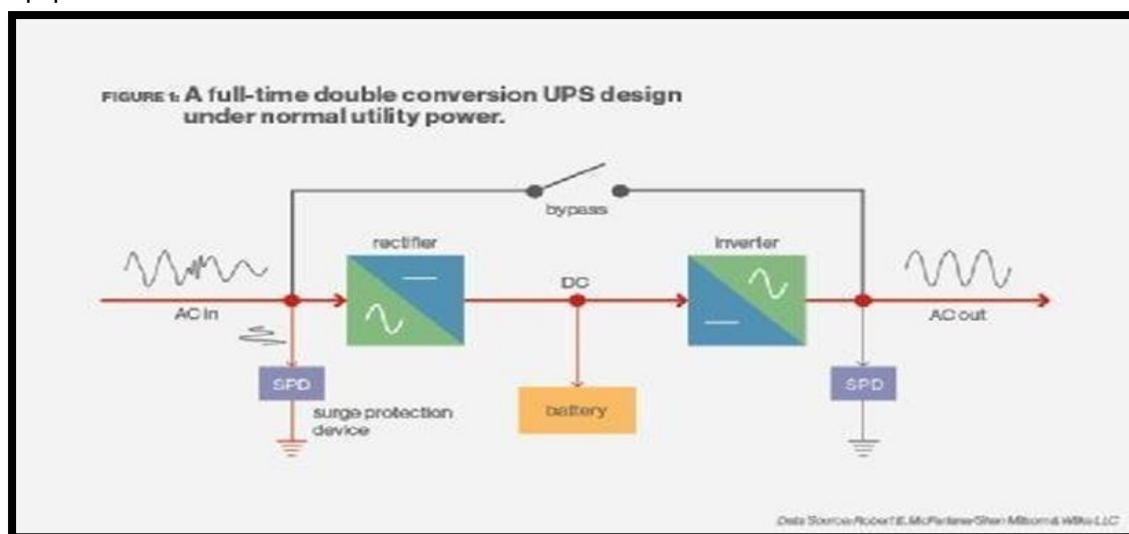
The Inverter – The second half of any double conversion process and a vital element in turning your stored battery power into usable electricity. The inverter is one of the core differences in your UPS set-up, for an online UPS the inverter is constantly active and in use for a seamless change over to batteries while in an offline UPS the inverter has to be activated by a bypass switch in the event of power problems. The inverter also helps to ensure the power output is consistent, stable and modulated.

The Switch – We have the initial three stages of charger (converts incoming AC into DC), the batteries (charged by DC) and the inverter (converts back to AC from DC) but there's one core element of the exchange we haven't yet discussed and that's the switch, though what form this switch takes will differ depending on what form of UPS you're using. For an offline and line-interactive UPS, the switch will trigger as soon as the power is disrupted from the mains, activate the inverter and flip over to the battery supply. In an online UPS, as the power is already flowing through the inverter at all times, the switch is a bypass switch and is set-up to trigger in the event of a UPS failure by diverting over to a separate circuit for the mains power. With these four parts working in tandem, your UPS can ensure that when you have a sudden disruption you can still have access to power.

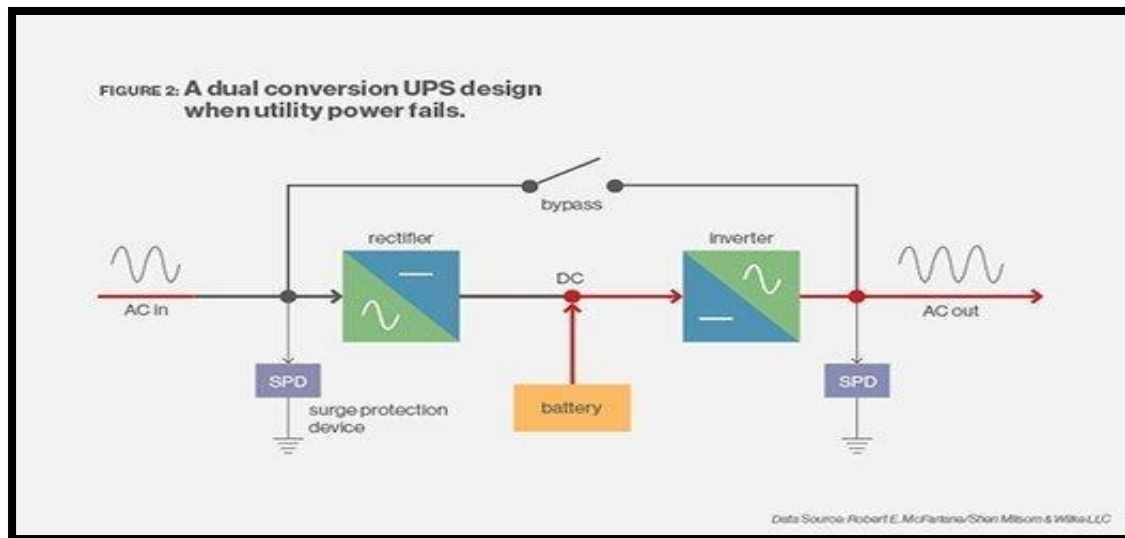
Source: <https://www.upssystems.co.uk/blog/post/how-does-a-ups-work>

TYPES OF UNINTERRUPTED POWER SUPPLY

- a) **Voltage and frequency independent (VFI):** Voltage and frequency independent (VFI) UPS systems are called dual or double conversion because incoming AC is rectified to DC to keep batteries charged and drive the inverter. The inverter re-creates steady AC power to run the IT equipment.

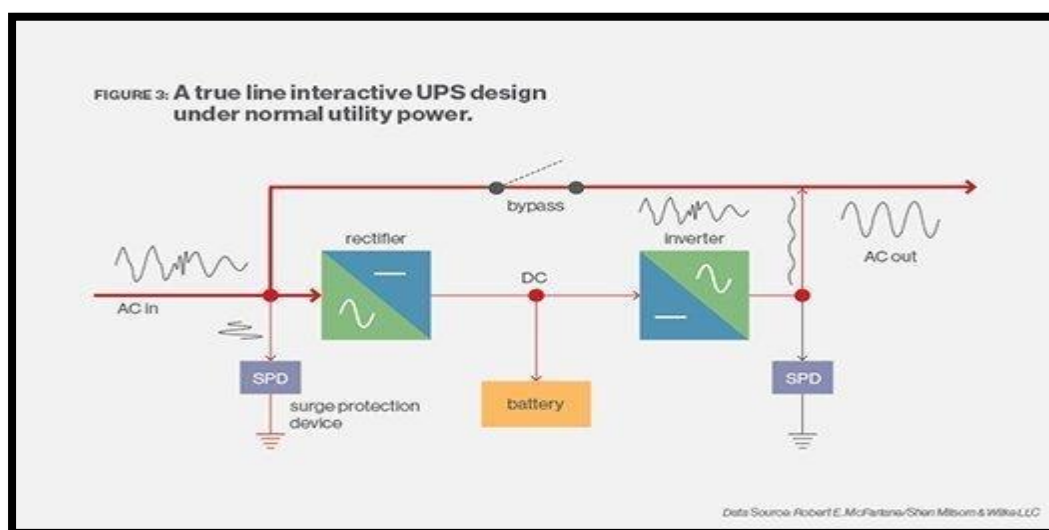


When power fails the batteries drive the inverter, which continues to run the information technology (IT) load. When power is restored, either from the utility or a generator, the rectifier delivers direct current (DC) to the inverter and simultaneously recharges the batteries. The inverter runs full time. Utility input is completely isolated from the output, and bypass is only used for maintenance safety or if there's an internal electronics failure. Since there is no break in the power delivered to the IT equipment, vacuum fault interrupter (VFI) is generally considered the most robust form of UPS. Most systems synchronize the output frequency with the input, but that's not necessary, so it still qualifies as frequency independent.

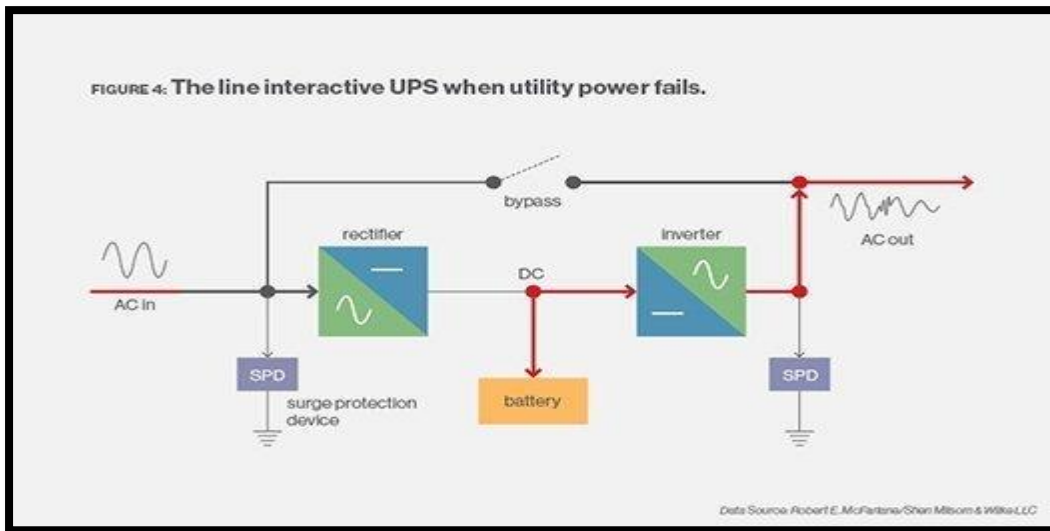


Every power conversion incurs a loss, so the wasted energy has historically been considered the price of ultimate reliability.

- b) Voltage independent (VI):** Voltage independent (VI), or true line interactive UPSs have a controlled output voltage, but the same output frequency as the input. Frequency independence is rarely a concern with power in developed countries. Utility power feeds directly to the output and IT equipment, and the rectifier keeps the batteries charged. The inverter is paralleled with the output, compensating for voltage dips and acting as an active filter for voltage spikes and harmonics. Rectifier and inverter losses only occur when incoming power fluctuates. Flywheels and motor/generator sets also qualify as Voltage independent (VI).



When incoming power fails, or the voltage goes out of range, the bypass quickly disconnects from the input and the battery drives the inverter. When input power is restored, the bypass re-engages the input, re-charges the batteries and keeps output voltage constant. UPS vendors who use paralleled power sources claim no loss of reliability. The result is around 98% energy efficiency.

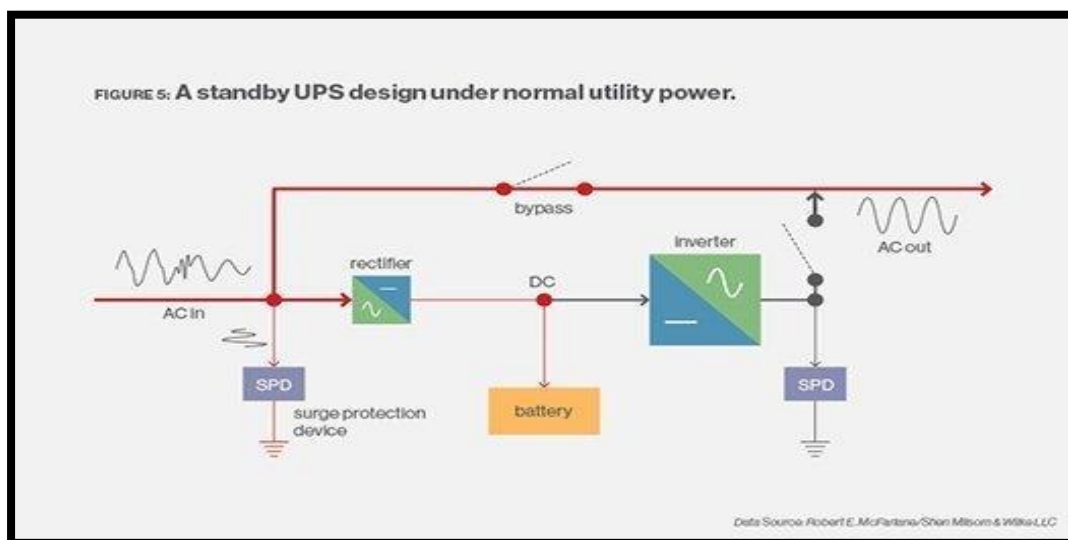


Application and Limitation

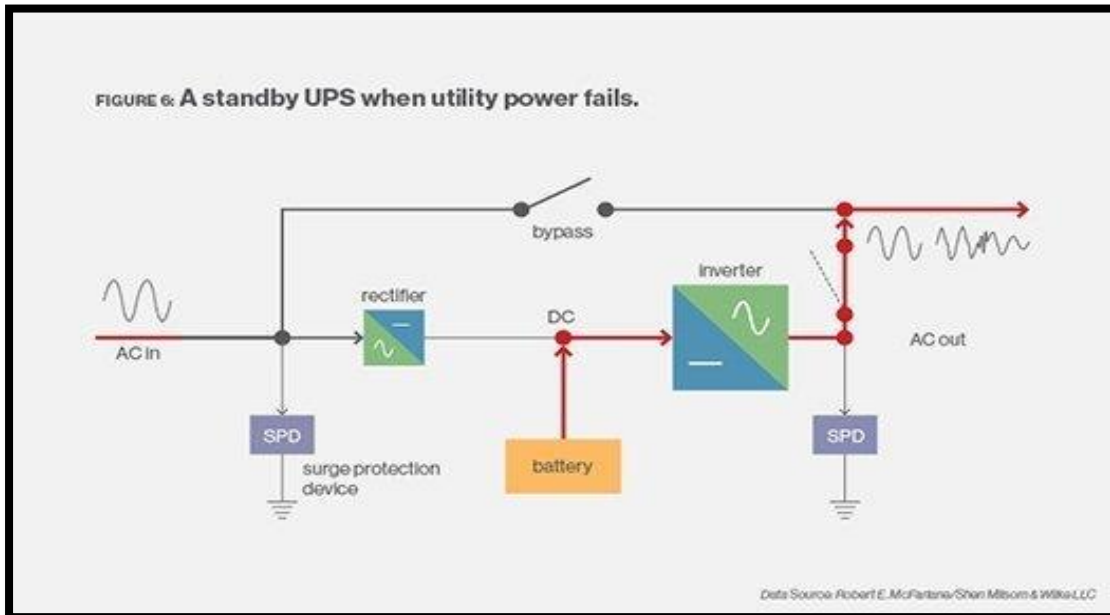
This UPS configuration is not well suited to regulation of sensitive loads in the medium to high-power range because frequency regulation is not possible. For this reason, it is rarely used other than for low power ratings.

Source: <https://www.electricalengineeringtoolbox.com/2017/07/how-ups-uninterruptible-power-supply.html>

- c) **Voltage and frequency dependent (VFD)**, or standby UPS, is operationally similar to Voltage Independent (VI) and is sometimes mistakenly called line interactive. In conventional VFD systems the inverter is turned off, so it can take as long as 10 to 12 milliseconds (ms) to start creating power. That break can crash servers, making legacy VFD UPSes a bad fit for data centers.



New VFD concepts have the inverter producing power within 2 ms after being activated. The bypass is normally engaged, just as with VI, so equipment operates directly from the utility or generator. Since the inverter isn't working until power fails, there is no voltage control or power consumed, enabling efficiencies as high as 99%. Power failure or voltage outside of range opens the bypass switch, disengaging input from output; the inverter starts operating from the batteries. The rectifier is only large enough to keep the batteries charged.



Source: <https://searchdatacenter.techtarget.com/definition/uninterruptible-power-supply>

Application

This configuration is a compromise between an acceptable level of protection against disturbances and cost. It can be used only with low power ratings less than 2 kVA.

Limitations

This UPS operates without a real static switch, so a certain time is required to transfer the load to the inverter. This time is acceptable for certain individual applications, but incompatible with the performance required by more sophisticated, sensitive systems (large computer centers, telephone exchanges, etc.). Furthermore, the frequency is not regulated and there is no bypass.

Source: <https://www.electricalengineeringtoolbox.com/2017/07/how-ups-uninterruptible-power-supply.html>

Benefits of UPS

- a) **Uncertain Data Loss Can Be Prevented:** Computer Systems are not featured with battery like laptops. So when there is a power cut, you may lose the data on your system. As such, UPS can keep your system running and you get good time to store or save your data and then shut down your system safely.
- b) **Emergency Power Supply:** Whenever there is a power spike or a blackout, UPS stands as the reliable alternate power source. You can resume your work by using UPS in case of long power cuts.

- c) **Protects the Voltage Sensitive Device from Bad Electricity:** You can observe power fluctuations in direct alternating current which ultimately lead to degradation of the gadgets. UPS provides stable output by controlling the power fluctuations.
- d) **Provides Surge Protection:** When there is a power surge, UPS detects the bad power supply and stops direct power supply. It then provides stable power from its own stock. It ultimately prevents possible cause of damage on devices due to the power supply interruptions.
- e) **Maintains Battery Life:** You can keep working on the operational mode even when there is a power cut as it maintains constant charging once you connect a UPS to a battery.

Source: <https://temporarypowersolutionsuk.wordpress.com/2015/03/21/advantages-of-using-ups/>

Applications of UPS:

a) PC UPS: small Office Home Office (SoHo) ICT Environments

Information and Communications Technology (ICT) environments typically include PCs, POS Terminals and small File Servers and run from 300VA-800VA. These are 'fit and forget' UPS systems with a small internal battery pack. They will provide protection from sags, surges, brownouts, spikes and electrical noise and a short duration runtime on mains power failure. Typical applications include: PCs, workstations, small file servers, Electronic Point of Sale (EPoS) terminals, Small Office and Home Office (SoHo) systems, Hi-Fis, satellite systems, routers, modems and switches. The UPS systems will be line interactive UPS or standby UPS.

b) Network UPS: small-sized ICT Environments

UPS systems in this size range (1-2kVA) will be powering network applications including file servers, telecoms switches, network servers, Blade servers, PABX, PoE, VOIP and PABX telecoms systems. These UPS will be on-line double conversion systems or line interactive UPS with some offering options for additional battery runtime packs. Formats include: tower UPS, floor standing UPS, rackmount UPS and combo UPS capable of either tower or 19" rackmount installation.

c) Comms and Server Room UPS: medium-sized ICT Environments

Uninterruptible power supplies sized 3-15kVA typically power larger ICT installations including server and comms rooms, Blade servers, virtual PABx and file servers. UPS systems within this range include floor, rackmount and combo formats, with a single-phase output and options for three-phase inputs. Models up to 3kVA will generally plug in using industrial 16A commando sockets, with larger models requiring electrical installation by a suitably qualified electrical engineer (working to the latest IEE Regulations), and then commissioning by a certified engineer.

UPS for this type of application include off-line, line interactive and on-line designs up to 3kVA. On-line uninterruptible power supplies in this range are transformer less so as to achieve a small footprint, minimal weight and low noise and heat output. They are usually located in computer rooms, next to protected equipment. However, their reduced size means fewer output sockets, so in highly populated environments a greater number may be required, which will have an impact on capital and operating costs.

d) Datacenter UPS: large-sized ICT Environments

Large UPS systems run from 20-800kVA and typically form the backbone of large power solutions projects protecting applications such as data centers and telecoms switching centers. These uninterruptible power supplies tend to be installed as part of a centralized or decentralized power protection plan, offering N+ 1 parallel module for extra resilience and a full turn-key package including electrical installation and ongoing remote monitoring and maintenance plans.

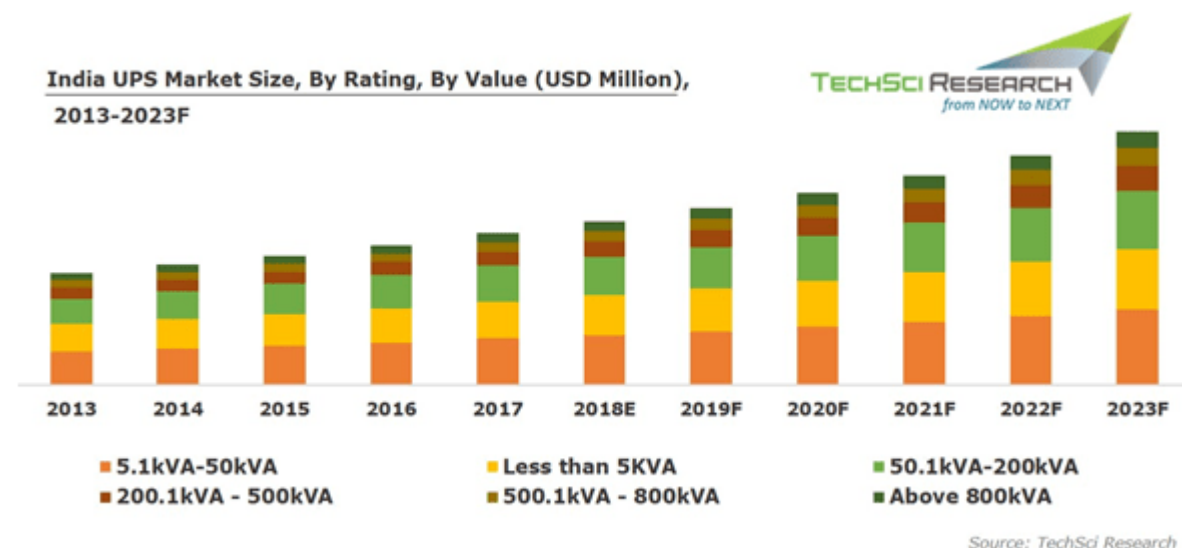
e) Industrial UPS Systems

On-line uninterruptible power supplies are typically available in transformer-based and transformer less designs. The transformer-based are ideal for use within industrial applications because of their more robust design; a transformer performs the essential mains conditioning role in place of electronics. Larger three-phase UPS systems may also provide a number of other electrical specification options including 6-pulse or 12-pulse rectifiers, and even IGBT (Integrated Gate Bipolar Transistor) based rectifiers to provide very high input efficiencies and low Total Harmonic Distortion (THDi) inputs.

Source: <https://www.criticalpowersupplies.co.uk/ups-applications>

INDIA UPS MARKET – OVERVIEW

India UPS market is forecast to grow at a CAGR of more than 9% by 2023. Growth in the market can be attributed to increasing demand for power backup across commercial as well as industrial sectors coupled with growing digitalization across the country. Moreover, rising number of technological advancements and government's initiatives to improve electrification rate and development of smart cities across the country is further expected to push demand for UPS systems across the country in the coming years. Furthermore, rising demand from tier 2 and tier 3 cities is also expected to steer growth in the country's UPS market until 2023.



Driving Factors

Growing Demand from IT / ITeS and BFSI sectors coupled with prevailing power deficit scenario in the country to boost demand for UPS systems in India till 2020

According to recently published TechSci Research report, “**India UPS Market Forecast and Opportunities, 2020**”, the market for UPS systems in India is projected to surpass USD1.2 billion

by 2020. Demand for electricity has been witnessing exponential growth from all sectors across India over the last decade. The energy deficit stood at 4.2% in 2013-14 as compared to 8.5% during the fiscal year 2012. With increasing government emphasis on power generation, the overall power deficit in country has reduced over the past five years, however, states like Uttar Pradesh and Jammu & Kashmir continue to face power crunch.

Growing demand from diverse sectors such as IT and IT enabled services (ITeS); banking, financial services and insurance (BFSI); government, manufacturing, telecom and energy sectors continues to drive the UPS market in India. Government's initiative to computerize its various departments coupled with 'The National e-Governance Plan' is expected to boost the demand for low-end UPS systems through 2020. Increasing demand for high-end UPS is expected to emanate from growing installations of high-end electronic equipment and machineries in industrial set-ups. Increasing penetration of IT/ITES sector in Tier-II & Tier II cities of the country is also anticipated to boost the demand for UPS systems in the coming years.

Source: <https://www.techsciresearch.com/news/306-india-ups-market-to-surpass-us-1-2-billion-by-2020.html>

India UPS Market Analysis: By Type

- Online segment is growing significantly with a healthy CAGR during the forecast period. For applications where power losses due to inefficiencies are less of a concern and eliminating the delay from grid power available to back power is paramount, Online (also called Double Conversion) is the only solution. Online systems followed line interactive systems due to its popularity among large organizations and data centers. Moreover, online systems are slightly more expensive considered to line-interactive systems.
- Offline/Standby segment is growing significantly with a healthy CAGR during the forecast period. They are the most common type of UPS used for personal computers. The systems are considered as best value for personal workstations, however, for other applications, line interactive and online are better. For backup applications where low cost is critical, it doesn't matter if the load loses power briefly and backup times are short, an offline solution is adequate, although it will not provide adequate protection against spikes or sags from the grid.
- Line Interactive segment is growing significantly with a healthy CAGR during the forecast period. For typical applications where power often needs conditioning but is usually available and very short transfer times from grid to backup power are acceptable and daily energy consumption is a concern, Line Interactive is the preferred solution. These types of UPS systems are demanded by majority of commercial establishments.

India UPS Market Analysis: By Application

- The Commercial UPS application is growing at a rapidly with a significant CAGR during the forecast period owing to the growing commercial sectors like public and private offices, restaurants, hospitals, cafes, etc.
- The Industrial UPS application is growing with a healthy CAGR during the forecast period due to rapid industrialization.
- The Residential UPS application is growing with a healthy CAGR during the forecast period. The growing population is one main driver behind the residential usage of UPS. As people are increasing, the residential areas are also increasing simultaneously, surging the demand for UPS in their homes.

India UPS Market: Competitive Dynamics

The India UPS Market is dominated by a number of players, amongst them, the major players are Consul Neowatt Power Solutions Pvt. Ltd, Delta Power Solutions (India) Pvt. Ltd, Eaton Power Quality Pvt. Ltd, Emerson Network Power (India) Pvt. Ltd, Hitachi HI-REL Power Electronics Pvt. Ltd, Microtek International Pvt. Ltd, Novateur Electrical & Digital Systems Pvt. Ltd, Schneider Electric IT Business India Pvt. Ltd, Socomec Innovative Power Solutions, Uniline Energy Systems Pvt. Ltd. Companies in this industry are following different strategies to strengthen their market position.

Source: <https://www.blueweaveconsulting.com/india-ups-market>

GLOBAL UPS MARKET

Uninterruptible Power Supply Market Overview

The global uninterruptible power supply (UPS) market held a value in the range of \$10.5 billion to \$11.0 billion in 2018. On top that substantial market revenue pocket, the value of the uninterruptible power supply market estimated to grow at a steady CAGR ranging from 3% to 5% during the forecast period of 2019 to 2025. Though the demands for the uninterrupted power source is incessantly coming from all over the world, the Asia-Pacific region is currently generating the most substantial chunk, with a global demand share ranging from 28% to 32% as of 2018. Moreover, gauging the imminent need for uninterrupted power supply in every industry, the key sector identified by the analyst from where the demands are high is the consumer electronics sector. With a growing CAGR of 4% to 5% in the market forecast period of 2019 to 2025, the consumer electronics industry is expected to yield huge profits to the uninterrupted power supply market.

Uninterruptible Power Supply Market Outlook

The UPS market is taking a leap towards further alliance on a global scale. This global outlook refers to more accessible operational, service, and sales teams for consumers in untapped locations. Moreover, the popularity of green and efficient products has been an important inclusion in product offerings from the vendors. Some of the products offered from the vendors comprise of a continual power system, emergency power system, standby generators, supercapacitors, and backup power system—all of these techniques are applied to achieve swift and uninterrupted battery backup at the time of power disruption.

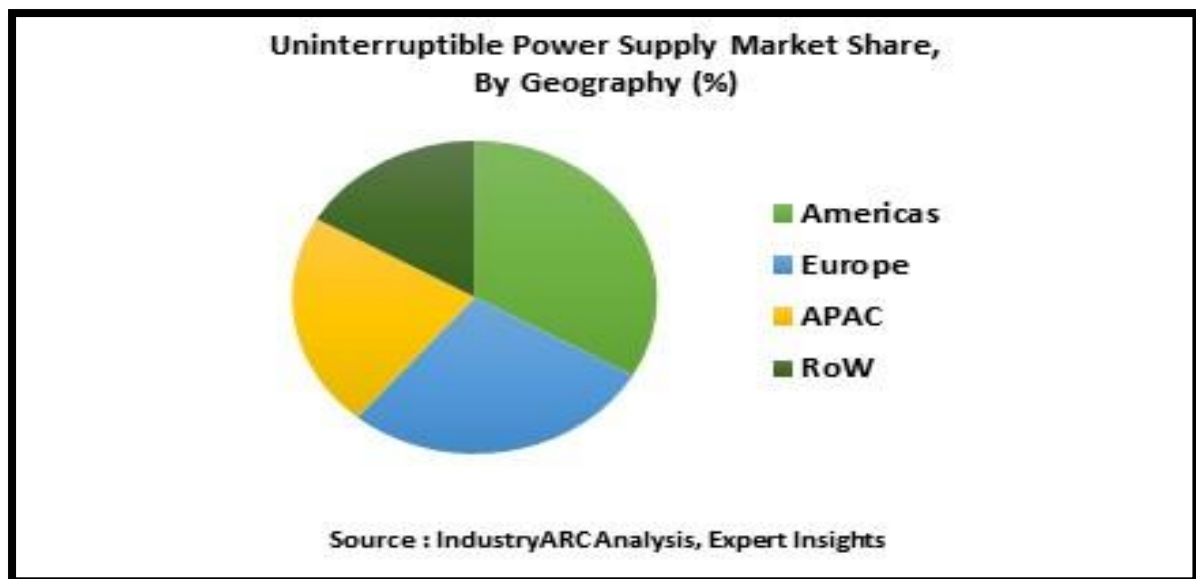
Uninterruptible Power Supply Market Growth Drivers

The trend of process automation in factories and industries will increase the power requirements in these infrastructures. According to the analyst of the report, the players in the factory and industrial automation market as well as process automation market will generate humongous demand in the uninterruptible power supply marketplace in the near future.

The rapidly expanding cloud computing technologies or the round-the-clock reliance on network services for ensuring business continuity is fueling the demand for UPS.

Uninterruptible Power Supply Market Trends

In May 2017, Kohler Co. acquired Pure Power Systems from Dublin, an independent service provider and distributor of uninterruptible power supply systems with an aim to enhance the UPS services in the U.K. Integrated cloud data storage solution provider and Piller Power Systems Technology have concluded one deal to establish its new campus in India to exploit benefits such as easy maintenance, high scalability, and high availability.



Uninterruptible Power Supply Market Challenges

The most common challenge that uninterruptible power supply market is expected to face is power shortage. The UPS system vendors often face problems related to scarcity of power which affects the power dependent operations.

The issue of voltage surge is also one of the challenges in the UPS system. As a spike or sag in voltage could harm the machinery using the UPS system.

Source: <https://www.industryarc.com/Report/15004/uninterruptible-power-supply-market.html>

THE INDIAN ECONOMIC ENVIRONMENT

Introduction

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Market size

India's gross domestic product (GDP) (at constant 2011-12 prices) was estimated to be Rs 145.65 lakh crore (US\$ 2.06 trillion) for 2019-20, growing 4.2 per cent over the previous year.

India retained its position as the third largest start-up base in the world with over 8,900-9,300 start-ups as 1,300 new start-ups got incorporated in 2019 according to a report by NASSCOM. India also witnessed the addition of 7 unicorns in 2019 (till August 2019), taking the total tally to 24.

India's labour force is expected to touch 160-170 million by 2020 based on the rate of population growth, increased labour force participation and higher education enrolment among other factors according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves reached Rs 37.31 lakh crore (US\$ 493.48 billion) in the week up to May 29, 2020 according to the data from RBI.

Recent Developments

With an improvement in the economic scenario, there have been investments across various sectors of the economy. The mergers and acquisition (M&A) activity in India stood at US\$ 28 billion

in 2019, while private equity (PE) deals reached US\$ 48 billion. Some of the important recent developments in Indian economy are as follows:

- Merchandise export and import (in US\$ terms) declined by 4.8 per cent and 9.1 per cent, respectively, in 2019-20.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 30.8 in May 2020, showing contraction in the sector because of coronavirus-related restrictions.
- Gross tax revenue stood at Rs 15.04 lakh crore (US\$ 215.28 billion) in 2019-20 – income tax collection contributed Rs 4.80 lakh crore (US\$ 68.14 billion) to it.
- In 2019, companies in India raised around US\$ 2.5 billion through 17 initial public offers (IPO).
- India's Foreign Direct Investment (FDI) equity inflow reached US\$ 469.99 billion between April 2000 to March 2020, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading, and automobiles.
- India's Index of Industrial Production (IIP) for 2019-20 stood at 129.2.
- The combined index of eight core industries stood at 137 in March 2020. Its cumulative growth was 0.6 per cent in 2019-20.
- Consumer Price Index (CPI) – Combined inflation was 5.9 per cent in March 2020 as compared to 6.6 per cent in February 2020. The annual consumer price inflation increased to 4.8 per cent in 2019-20 from 3.4 per cent in 2018-19.
- Around 12 million jobs in a year were created in India during 2015-19.
- India improved its ranking in World Bank's Doing Business Report by 14 spots over last year and was ranked 63 among 190 countries in the 2020 edition of the report.
- India is expected to have 100,000 start-ups by 2025, which will create employment for 3.25 million people and generate US\$ 500 billion in value as per Mr. T V Mohan Das Pai, Chairman, Manipal Global Education.

Government Initiatives

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energizing the Indian economy through a combination of short-term, medium-term, and long-term measures.

Total expenditure for 2020-21 is budgeted at Rs 37.14 lakh crore (US\$ 531.53 billion), an increase of 13 per cent from 2019-20 (revised budget estimates).

Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the Government are listed below:

- The Prime Minister of India, Mr. Narendra Modi announced various economic packages, having a cumulative worth of around Rs 20 lakh crore (US\$ 283.73 billion) and being almost 10 per cent of India's GDP.
- Pradhan Mantri Garib Kalyan Package (PMGK) was introduced in April 2020 to provide relief to underprivileged and help them fight the battle against COVID-19. The budget allocated to the scheme was Rs 1.70 lakh crore (US\$ 24.12 billion).
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5 per cent of the GDP by 2025.
- For implementation of Agriculture Export Policy, Government approved an outlay Rs 206.8 crore (US\$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.
- Under the Pradhan Mantri Awas Yojana (Urban), Government has sanctioned more than 96.50 lakh houses under PMAY(U) and approved 606 proposals for the construction of 3,31,075 houses with an overall investment of Rs 15,125 crore (US\$ 2.16 billion).
- The Cabinet Committee on Economic Affairs has approved to increase the authorized capital of Food Corporation of India (FCI) from the existing Rs 3,500 crore (US\$ 500.79 million) to Rs 10,000 crore (US\$ 1.43 billion).
- India has registered a 26.9 per cent reduction in Maternal Mortality Ratio (MMR) since 2013: Sample Registration System Bulletin-2016.
- Around 26.02 million households were electrified by 31st March 2019 under Pradhan Mantri Sahaj Bijli Har Ghar Yojana (SAUBHAGYA).
- In the mid-term review of Foreign Trade Policy (FTP) 2015-20, the Ministry of Commerce and Industry enhanced the scope of Merchandise Exports from India Scheme (MEIS) and Service Exports from India Scheme (SEIS), increased MEIS incentive for ready-made garments and made-ups by 2 per cent, SEIS incentive by 2 per cent and increased the validity of Duty Credit Scrips from 18 months to 24 months. In April 2020, Government extended FTP for one more year (up to March 31, 2021).

Road Ahead

India's GDP is expected to reach US\$ 5 trillion by FY25 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms.

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030, which is currently 30 per cent, and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

Note: Conversion rate used in April 2020, Rs 1 = US\$ 0.013123

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

INDIA GROWTH STANCE

American credit rating agency Fitch Ratings' company India Ratings and Research cut its growth forecast for India to 0.8% in the FY 2020-'21 as the coronavirus pandemic continues to hit investments and exports globally. This is the third update of the agency's Global Economic Outlook forecasts in a month. It is usually done every quarter.

The ratings agency said that India's GDP growth will slip to 0.8% in 2020-2021, a revision from the 2% that was projected just three weeks ago. This is in comparison to an estimated 4.9% growth in the FY 2019-2020. But it is expected to get better in the next fiscal as the agency projected a 6.7% growth in 2021-'22, according to PTI.

Earlier this month, the International Monetary Fund cut its growth projection for India to 1.9% from the earlier estimated 5.8% for the financial year 2020-2021 as the intensifying coronavirus pandemic continued to crush the global economy. With a subdued forecast, India is likely to record its worst growth performance since liberalization in 1991, the IMF said in its latest edition of the World Economy report. But the IMF added that only India and China will see positive growth in 2020.

IMF projected India's growth rate in 2021-2022 at 7.4%. Other agencies such as British brokerage Barclays, the Asian Development Bank, and the United States-based multinational investment bank Goldman Sachs have also predicted cuts in India's GDP growth.

(Source: <https://scroll.in/latest/960010/covid-19-fitch-ratings-cuts-indias-growth-forecast-to-0-8-for-2020-21>)

ECONOMIC OUTLOOK

India's ability to achieve rapid, sustainable development will have profound implications for the world. India's success will be central to the world's collective ambition of ending extreme poverty and promoting shared prosperity, as well as for achieving the 2030 Sustainable Development Goals (SDGs). Indeed, the world will be only able to eliminate poverty if India succeeds in lifting its citizens above the poverty line.

For international trade and the health of the global economy too, India's growth will be ever more important. Growth is projected to be 6.0 percent this fiscal year and expected to rise to 6.9% in 2020/21 and to 7.2% in the following year. In addition, the carbon footprint India leaves as it propels its high growth will have a significant influence on the planet's ability to keep global warming within the 2-degree threshold.

On crucial issues ranging from managing scarce water resources, to modernizing food systems, to improving rural livelihoods, to ensuring that megacities become engines of sustainable economic growth and inclusion, India's development trajectory will have a major influence on the rest of the world.

(Source: <https://www.worldbank.org/en/country/india/overview>)

GLOBAL MACROECONOMIC OUTLOOK

The COVID-19 pandemic is inflicting high and rising human costs worldwide. Protecting lives and allowing health care systems to cope have required isolation, lockdowns, and widespread closures to slow the spread of the virus. The health crisis is therefore having a severe impact on economic activity. As a result of the pandemic, the global economy is projected to contract sharply by -3%

in 2020, much worse than during the 2008–09 financial crisis. In a baseline scenario, where the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound, the global economy is projected to grow by 5.8 percent in 2021 as economic activity normalizes, helped by policy support.

COVID-19 Pandemic Will Have a Severe Impact on Global Growth

There is extreme uncertainty around the global growth forecast because the economic fallout depends on uncertain factors for example, the pathway of the pandemic, the progress in finding a vaccine and therapies, the intensity and efficacy of containment efforts, the extent of supply disruptions and productivity losses, the repercussions of the dramatic tightening in global financial market conditions, shifts in spending patterns, behavioral changes (such as people avoiding shopping malls and public transportation), confidence effects, and volatile commodity prices.

Global Economy in Recession in 2020

The growth forecast is marked down by more than 6 percentage points relative to the October 2019 WEO and January 2020 WEO Update. Growth in the advanced economy group—where several economies are experiencing widespread outbreaks and deploying containment measures, is projected at –6.1% in 2020. Most economies in the group are forecast to contract this year, including the United States (–5.9%), Japan (–5.2%), the United Kingdom (–6.5%), Germany (–7.0%), France (–7.2%), Italy (–9.1%), and Spain (–8.0%). Although essential to contain the virus, lockdowns and restrictions on mobility are extracting a sizable toll on economic activity. Adverse confidence effects are likely to further weigh on economic prospects.

Among emerging market and developing economies, all countries face a health crisis, severe external demand shock, dramatic tightening in global financial conditions, and a plunge in commodity prices, which will have a severe impact on economic activity in commodity exporters. Overall, the group of emerging market and developing economies is projected to contract by –1.0% in 2020; excluding China, the growth rate for the group is expected to be –2.2%. Even in countries not experiencing widespread detected outbreaks as of the end of March the significant downward revision to the 2020 growth projection reflects large anticipated domestic disruptions to economic activity from COVID-19. As discussed below, growth would be even lower if more stringent containment measures are necessitated by a wider spread of the virus among these countries.

Emerging Asia is projected to be the only region with a positive growth rate in 2020 (1.0%), albeit more than 5 percentage points below its average in the previous decade. In China, indicators such as industrial production, retail sales, and fixed asset investment suggest that the contraction in economic activity in the first quarter could have been about 8% YoY. Even with a sharp rebound in the remainder of the year and sizable fiscal support, the economy is projected to grow at a subdued 1.2% in 2020. Several economies in the region are forecasted to grow at modest rates, including India (1.9%) and Indonesia (0.5%), and others are forecast to experience large contractions (Thailand, –6.7%). Other regions are projected to experience severe slowdowns or outright contractions in economic activity, including Latin America (–5.2%), with Brazil's growth forecast at –5.3% and Mexico's at –6.6%; emerging and developing Europe (–5.2%), with Russia's economy projected to contract by –5.5%; the Middle East and Central Asia (–2.8%) with Saudi Arabia's growth forecast at –2.3%, with non-oil GDP contracting by 4%, and most economies, including Iran, expected to contract; and sub-Saharan Africa (–1.6%), with growth in Nigeria and South Africa expected at –3.4% and –5.8%, respectively. Larger fraction of countries is expected to experience negative per capita income growth in 2020 than at the time of the 2009 financial crisis. These countries account for a broadly similar purchasing-power-parity share of the world economy compared with the group that experienced negative per capita income growth in 2009.

Uncertain Recovery in 2021: Predicated on Pandemic Fading, Helped by Policy Support

Global growth is expected to rebound to 5.8% in 2021, well above trend, reflecting the normalization of economic activity from very low levels. The advanced economy group is forecast to grow at 4.5%, while growth for the emerging market and developing economy group is forecast at 6.6%. In comparison, in 2010 global growth rebounded to 5.4% from –0.1% in 2009. The rebound in 2021 depends critically on the pandemic fading in the second half of 2020, allowing containment efforts to be gradually scaled back and restoring consumer and investor confidence. Significant economic policy actions have already been taken across the world, focused on accommodating public health care requirements, while limiting the amplification to economic activity and the financial system. The projected recovery assumes that these policy actions are effective in preventing widespread firm bankruptcies, extended job losses, and system-wide financial strains. Nonetheless, the level of GDP at the end of 2021 in both advanced and emerging market and developing economies is expected to remain below the pre-virus baseline (January 2020 WEO Update).

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2020/04/14/weo-april-2020>)

OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward – looking statements that involve risks and uncertainties. You should read the chapter titled “**Forward – looking Statements**” beginning on page 20 of this Draft Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section “**Risk Factors**” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward – looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.*

*All financial information included herein is based on our restated financial information beginning on page 194 of this Draft Prospectus. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled “**Risk Factors**”, “**Our Industry**”, “**Management Discussion and Analysis of Financial Condition and Results of Operations**” and “**Financial Statements as Restated**” beginning on page nos. 31, 106, 247 and 194 respectively of this Draft Prospectus.*

Unless the context otherwise requires, in relation to business operations, in this chapter of this Draft Prospectus, all references to “We”, “Us”, “Our” and “Our Company” are to Prostarm Info Systems Limited as the case may be.

OVERVIEW

Our company was originally formed & incorporated as a Private Limited Company at Pune, Maharashtra under the Companies Act, 1956 in the name of “**Prostar Micronova Power Systems Private Limited**” vide certificate of incorporation dated January 11th, 2008 bearing Corporate Identity Number U31900PN2008PTC131272 issued by the Registrar of Companies, Pune, Maharashtra. Subsequently, our company was converted from Private Limited to Public Limited vide a fresh Certificate of Incorporation dated May 26th, 2017. Consequently, upon conversion the Corporate Identity Number was changed to U31900PN2008PLC131272 and the name of our company was changed to “**Prostar Micronova Power Systems Limited**”. Thereafter, on July 28th, 2017, the name of the company was changed to “**Prostarm Info Systems Limited**” vide a fresh certificate of incorporation. The registered office and the Power System Integration unit of our company are situated at SR No. 321, Patil Nagar, Bavdhan, Budruk, Pune, MH 411021, and our solar equipment’s manufacturing unit is situated at Survey No.214, Godown No.2, Near Relay Express, Canal Road, Navapura, Block Sanand, Ahmedabad – 382210, Gujarat.

Our company is engaged in providing Power Backup Solutions, Solar Products and Allied Services to the customers. The company is into the business of providing efficient, uninterrupted & clean power solutions to critical loads like ATMs & Microprocessors based systems / Office automation equipment’s installed in banks & other financial institutions, corporate, academic institutes, hospitals/diagnostic centres, hospitality segment, railways and other PSUs.

Over the years, our company has graduated into multifaceted entity specialized in providing solutions & services related to Power and Total Implementation/Infrastructure Solutions (TIS) in addition to the supply of flagship products like Uninterrupted Power Supply (UPS) Systems, Solar PV Power Plants, Solar Inverters, Batteries, Servo–Controlled Voltage Stabilizers and other related power conditioning equipment’s.

Our company is an assembling and integration unit for power backup solutions. We procure Components of our products from overseas markets as well as from local Indian markets which are assembled and integrated to make the final products at our assembly unit situated at Pune as per the needs & requirements of the clients. Apart from selling the assembled product, our company is also engaged in renting out the Uninterrupted Power Supply (UPS) Systems and providing allied services to foster sales such as repair and maintenance along with Annual Maintenance Contract (AMC). The company has solar products manufacturing line at Ahmedabad, Gujrat but due to stiff competition and from overseas market and increased cost of manufacturing solar products in house, manufacturing activities is not undertaken at the plant and instead products are imported from overseas.

Our company adheres to best quality products and has obtained following accreditations and approvals: -

Sr. No.	Particulars	Issue Date	Expiry Date	Certificate No.
1.	BSCIC Certificate for compliance with requirements of ISO 14001:2015	January 27 th , 2018	January 26 th , 2021	BN16825/16880
2.	ROHS Certificate for compliance with requirements of ISO 9001:2015	July 26 th , 2016	July 25 th , 2022	19DQFL39
3.	ROHS Certificate for compliance with requirements of OHSAS 18001:2007	May 28 th , 2019	February 11 th , 2021	19DOEV91
4.	ROHS Certificate for compliance with requirements of OHSAS 18001:2007	October 07 th , 2017	October 06 th , 2020	17IOBY20

Our Company is managed by our promoter and CEO, Mr. Ram Agarwal. He has been instrumental in the growth of our business. The foundation of our business was laid down by Mr. Ram Agarwal who ventured into the Power Backup Solutions sector in the year 2008 through a newly incorporated company in the name of “**Prostar Micronova Power Systems Private Limited**”. Since its incorporation the overall operations of the company are carried out under the guidance and supervision of Mr. Ram Agarwal.

Our company is well equipped with in house testing equipment's to test the capacity and quality of our products. Our finished products have to undergo a strict quality check to ensure that they are of relevant quality as per the standards set. Our in-house testing team regulates and monitors the quality, safety, and load capacity of the UPS systems.

In the past 3 years, our company generated the revenues from operations for the FY. 2017 – 18, FY. 2018 – 19 & FY. 19 – 20 are Rs. 4,820.75 lacs, Rs. 6,396.90 Lacs & Rs. 10927.29 lacs respectively, reflecting a CAGR of reflecting a CAGR of 50.56 %. Our Net Profit after tax for the above – mentioned periods are Rs. 383.31 lacs, Rs. 312.28 lacs & Rs. 543.92 lacs respectively, showing a growth at a CAGR of 19.12%.

The following diagram depicts the breakup of revenue, percentage – wise for the year ending March 31, 2020 based on sale of products and sale of services.



OUR PRODUCTS

Our Company is currently supplying variety of products the details of which are as under:

A) UNINTERRUPTED POWER SUPPLY (UPS) SYSTEMS


We are engaged in the assembling of Uninterrupted Power Supply (UPS) Systems which are supplied to a variety of the customers with critical load requirements. Our company supplies various types and models with varied specifications to our customers. The following are the different types and models of UPS supplied by our company are as under: -



S.No.	UPS Model & Specifications
1.	<p>APFC Online UPS</p> <ul style="list-style-type: none"> • Available between (1KVA to 120KVA) • Advanced dual-core DSP control technology, rectification and inversion are controlled by dual DSP • Output power factor 1.0, load capacity improved 11% more than traditional products • Active Power Factor Correction Technology, input power factor up to 0.99 • System efficiency improved to 96%, energy saving rate is doubled • Working efficiency up to 99% in ECO mode • Dual input design, supporting independent bypass • Advanced digital and parallel technology, providing higher reliability than single system • Wide input voltage range, 50 / 60 Hz auto-sensing frequency • 50 Hz / 60 Hz frequency conversion mode • Compact internal layout, small footprint • Fan speed varies intelligently with temperature, reducing noise and extending its service life • Features strong fault tolerance, one fan damaged takes 50% of the load, two fans damaged take 30% of the load • Conformal coating technology to make UPS operate in harsh environment for a long time • Effective hardware and software protection, robust self-diagnosis function, abundant event log for future check • Linear downgrading in low voltage input reducing battery discharging times • Flexible battery configuration setting, selectable battery numbers: 30 ~ 46 pcs • Ability to switch on the UPS by battery in the absence of mains power (Cold start) • Zero switching time for UPS power supply mode when the mains power is unstable, ensuring the output is uninterrupted • Settable delayed start time when mains power is restored • 5 inches LCD colorful touch screen, friendly human & machine interface • Powerful background software for parameters configuration and online upgrade • Advanced multi-platform communication for UPS monitoring: RS232, USB, RS485, CAN, NET, dry contacts, SNMP card, Wi-Fi card and GPRS card • Intelligent battery management, automatic equalized and float charging control, charger dormancy control, improving the reliability of charger and extending the battery life • Options and accessories: supplied RS232, USB, RS485, CAN, NET, parallel, LBS, dry contacts, EPO and battery temperature compensation interface; optional SNMP card, Wi-Fi card, GPRS card, battery temperature sensor, EMD detector and SMS alarms • Doubling the battery charging speed, 90% capacity restored in 4 hours (standard model UPS) • Linear derating in low voltage input, reducing battery discharging times, extending the service life of battery • Advanced battery management (ABM), automatic floating / equalizing charge control, charger dormancy control • Configurable switching time from battery mode to mains mode when mains power is restored, reducing the impact on power grid or generator •


	<ul style="list-style-type: none"> • Effective software and hardware protection function, powerful self-diagnostic function, abundant historical records • Standard emergency power off (EPO) • Standard maintenance bypass • Standard RS232/USB communication port • Optional RS485 / SNMP / AS400 communication port and SMS alarms • Optional N+X redundancy parallel up to 6 units <p>Optional battery temperature compensation, EMD environmental sensors</p>
	
2.	<p>ONLINE UPS with Isolation Transformer</p> <ul style="list-style-type: none"> • Available between (1KVA to 12VA) with different phases. • Online double-conversion with full DSP control • IGBT inverter with output isolation transformer • 100% unbalance load capability • Output power factor 0.9 • Generator compatible • Support battery cold start and auto-restart when mains power is restored • ECO mode operation for energy saving • Superior protection • 5.7 inches LCD touch screen, friendly human & machine interface • Front access makes maintenance and replacement simplified (60 ~ 120 kVA) • Intelligent self-diagnosing function, all kinds of failure protection, large capability of history records storage • High MTBF (> 200,000 h) • Low MTTR (< 0.5 h) • Standard emergency power off (EPO) • Standard RS232, RS485, dry contacts communication port • Optional SNMP communication port

	<ul style="list-style-type: none"> • Optional N+X redundancy parallel up to 6 units • Optional input filter to improve input power factor 	
	 	
3.	Online UPS with IGBT Rectifier <ul style="list-style-type: none"> • Available between (80KVA ~ 500KVA) • Transformer based UPS for industrial use. • Three phase UPS • IGBT based rectifier and inverter. • APFC (Active power factor correction) • LED Mimic panel for power flow representation • LCD touch screen for parameter and fault/alarm display • Battery number settable from 40-56 nos. through LCD. 	
4.	Line Interactive UPS <ul style="list-style-type: none"> • Available in (500VA ~ 3000VA) • Pure Sine Wave Output • DSP Digital Control • Auto Sensing frequency • Boost and buck AVR for voltage Stabilization. • Humanized Alarm System. • Power – on Self-test. • Cold Start. • Adjustable charging current and battery shutdown point. • Settable ECO mode and no – load shutdown. • Auto restart when mains power is restored. • Intelligent battery management. • Short circuit and overload protection. • Automatic Charging in Off Mode. • USB & RJ45, AS400/SNMP (optional) communication port 	

5.	Line Interactive Outdoor UPS <ul style="list-style-type: none"> • Pure Sine Wave Output • High temperature Resistance • Wide range of Input voltage & Frequency. High Reliability and energy saving.	
6.	Modular UPS <ul style="list-style-type: none"> • Available between (20KVA to 800KVA) • DSP digital control technology. • Pure Sine wave double conversion with strong load capacity. • Flexible modular and easy scalability with all hot – swappable module design • High efficiency at low load rate: 96% at 40% rated load and 95% at 20% rated load. • High power density of 50KVA / 3U power module. • High grid adaptability, strong load adaptability and strong overload capability. • Small footprint (500KVA system only 1.02m² footprint). • Inbuilt Integrated PDU system, easy installation and saving investments. • Input Power factor > 0.99. • Wide Input voltage range, 50 Hz /60 Hz frequency auto – sense. • Soft – Start Technology improves generator matching up to 1:1.1. • 7 Inches LCD touch screen, friendly human – machine interface. • Self-aging function and easy debugging. • Support battery cold start and utility self-boot. • Intelligent batter management. • Monitoring unit with inbuilt SNMP, supports RS485 and dry contacts. • Complete hardware and software protections function and abundant even log check. • Advanced parallel expansion technology, support 4 units in parallel. 	
		


7.	<p>Line Interactive UPS</p> <ul style="list-style-type: none"> • Available in (500VA ~ 3000VA) • Pure Sine Wave Output • DSP Digital Control • Auto Sensing frequency • Boost and buck AVR for voltage Stabilization. • Humanized Alarm System. • Power – on Self-test. • Cold Start. • Adjustable charging current and battery shutdown point. • Settable ECO mode and no – load shutdown. • Auto restart when mains power is restored. • Intelligent battery management. • Short circuit and overload protection. • Automatic Charging in Off Mode. • USB & RJ45, AS400/SNMP (optional) communication port 	
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8	<p>Accessories for UPS</p> <div data-bbox="244 889 785 1079"> <p>SNMP card</p> <ul style="list-style-type: none"> • Various functions can be set and controlled through browser • Active alarm and report function • Support TCP/IP, SNMP, FTP, NTP, HTTP, SMTP etc. agreement </div> <div data-bbox="244 1214 785 1538">  <p>IDA-ST100P</p> <p>IDA-ST105P</p> <p>External card</p> </div> <div data-bbox="801 889 1391 1169"> <p>Modus Card</p> <ul style="list-style-type: none"> • Use Modbus protocol to communicate with protocol conversion equipment through RS485; • Accomplish the conversion between UPS EA protocol and Modbus/RS485/TCPIP. • Use the conversion card to connect the UPS to the RS485 trunk to accomplish the integrated management of different devices </div> <div data-bbox="801 1214 1391 1561">  <p>Plug long Card</p> <p>Plug short Card</p> <p>External short card</p> </div>
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8	Lithium Batteries <ul style="list-style-type: none"> • Safe and easy to recharge • Faster charging • Long lifespan • Low maintenance requirements 	
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B) SOLAR INVERTERS

The company is also engaged in assembling Solar Inverters which is PV Energy combined with energy storage systems. These Inverters, maintaining high efficiency & safety, utilizes solar power, AC utility and battery power to ensure continuous power supply. The different types and models of Solar Inverters that the company deals in, is listed as under:

1.	On grid Solar Inverter <ul style="list-style-type: none"> • Available between (2KW to 50 KW) solar inverter with different phases. • High Availability & Usability • High Efficiency Power Generation • Advanced Control Technology • High Reliability 	
2.	Off Grid Solar Inverter <ul style="list-style-type: none"> • Available between (3KW to 120KVA) solar inverter with different phases. • High-speed DSP digital control • Full-bridge inverter control technology, providing secure power supply in the event of three phase 100% unbalanced loads • Multi-string PV connected • Inbuilt AC rectifier and MPPT control modules, configured battery parameters by operating interface, self-regulation for charging voltage and current • Hot-swap MPPT modules for easy maintenance and power expansion 	

3.	<p>Rooftop Solar panels</p> <p>Rooftop solar systems comprise of solar panels that absorb the heat from the sun and convert it in direct current. An inverter than converts this current into alternate current which is used in our homes. ProstarM provides durable and reliable rooftop solar systems with complete EPC services. According to your rooftop area, ProstarM can suggest and construct rooftop solar solutions from 1kVA to 10kVA.</p> <p>Along with quality solar panels, ProstarM also provides complete EPC services for your rooftop systems. these include:</p> <ul style="list-style-type: none"> • Site survey for best solar power viability • Design and engineering of solar power system • Installation and maintenance of the system • Solar panel efficiency monitoring 	
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C) BATTERIES AND SOLAR PANELS

Our company is also engaged in the trading and distribution of Batteries and Solar Panels. The particulars of the products traded by the company are as under:

S. No.	Product Details	Specifications
1.	Exide Batteries (12V)	<ul style="list-style-type: none"> • SMF – VRLA batteries from 7AH to 200AH rating • Tubular batteries from 40AH to 200AH rating
2.	Amaron Quanta Batteries (12V)	
3.	Solar Panels (Goldi Grand Series)	Poly-crystalline Solar PV modules from 250 Wp to 320 Wp
4.	Solar Panels (Goldi Medium & Mini Series)	Poly-crystalline Solar PV modules from 10 Wp to 150 Wp
5.	Solar Panels (Goldi Mono Series)	Mono-crystalline Solar PV modules from 270Wp to 340 Wp

Note: These products photos and specifications are taken from profile and product catalogues provided by the company.

D) AMC and Rental Service

Our company is also engaged in providing end to end service to our customers for the upkeep and maintenance of the UPS and power back equipment's. We provide all types of AMC contracts namely with materials or without materials to our clients. In addition to this, our company also provides UPS and its accessories on rental basis to banks and other corporate as per needs and requirements of the client.

DETAILS OF OUR BUSINESS

LOCATION

We currently operate from the following offices and assembling units across India: -

Registered Office

SR. No. 321, Patil Nagar, Bavdhan Budruk, Pune, Maharashtra – 411 021.

Corporate Office: -

EL – 35, Mahape, TTC Industrial Area, Navi Mumbai – 400 701, Maharashtra.

UPS Assembly Unit: -

SR. No. 321, Patil Nagar, Bavdhan Budruk, Pune, Maharashtra – 411 021.

Solar Manufacturing unit: -

Survey No.214, Godown No.2, Near Relay Express, Canal Road, Navapura, Block Sanand, Ahmedabad – 382210, Gujarat.

Service Centers, Branches & Godowns: -

For further details regarding ownership and lease of the above locations, please refer to **“Our Business – Properties”** on page no. 144 of this Draft Prospectus.

EXISTING ASSEMBLY FACILITY
A) UPS Assembling Unit:

Our system integration facility and our service centers include machinery and equipment for the integration of Power Backup Systems and for servicing and testing of the products. We have constantly invested and upgraded our equipment which has aided us in providing best quality output for our clients.

Plant and Machinery

The existing Plant and Machinery at our System Integration Unit, Pune are:

Sr. no.	Machine & Testing Equipment's	No.	Manufacturer
1	Storage Oscilloscope	02	1. Tektronix India Pvt Ltd 2. Keysight technologies
2	DMM TRMS	02	Meco Instruments Pvt Ltd
3	DMM	08	Meco Instruments Pvt Ltd. Metaravi Instruments Pvt Ltd.
4	Soldering Jigs	01	Ideal
5	AC / DC Clamp on Meter	04	Meco Instruments Pvt Ltd. Metaravi Instruments Pvt Ltd.
6	AC Current Meter	04	Meco Instruments Pvt Ltd.
7	DC Current meter 60AMP +/-	01	Rishabh
8	Hand Drill	02	KPT
9	Systems Testing Panel with I/P PF and watt meter	02	ProstarM
10	Linear Load Bank	02	ProstarM
11	Non-Linear Load Bank	01	ProstarM
12	PCB testing Jig	05	ProstarM
13	Variac	02	Local
14	Battery Charger	02	ProstarM
15	Battery initial charging Plant with Capacity of 2000Ltr H2sO4 Acid	01	ProstarM

Sr. no.	Machine & Testing Equipment's	No.	Manufacturer
16	Soldering Station	01	HAKO
17	5kva UPS & Battery Bank for Power back Up	01	ProstarM
18	Computer for UPS Parameter Setting	01	Dell
19	Sound Level Meter	01	Metaravi
20	Clamp Meter AC – DC Voltage, Current & Power	01	Appa Technology Corporation
21	3 Phase Power Analyzer	01	Krykard
22	IR thermometer	01	EEE-Tech Infotech Pvt Ltd

B) Solar Equipment Manufacturing Unit:

Our company had installed a new manufacturing unit in Ahmedabad, Gujarat, to manufacture the Solar PV panels for increasing the sale of products and services and expanding their existing line of business so as to provide efficient, uninterrupted and clean power solutions. However, due to stiff competition from the overseas market and increased cost of manufacturing of the solar PV panels in-house, this unit was not proved economically feasible and therefore, is not operational as on the date of filling the Draft Prospectus.

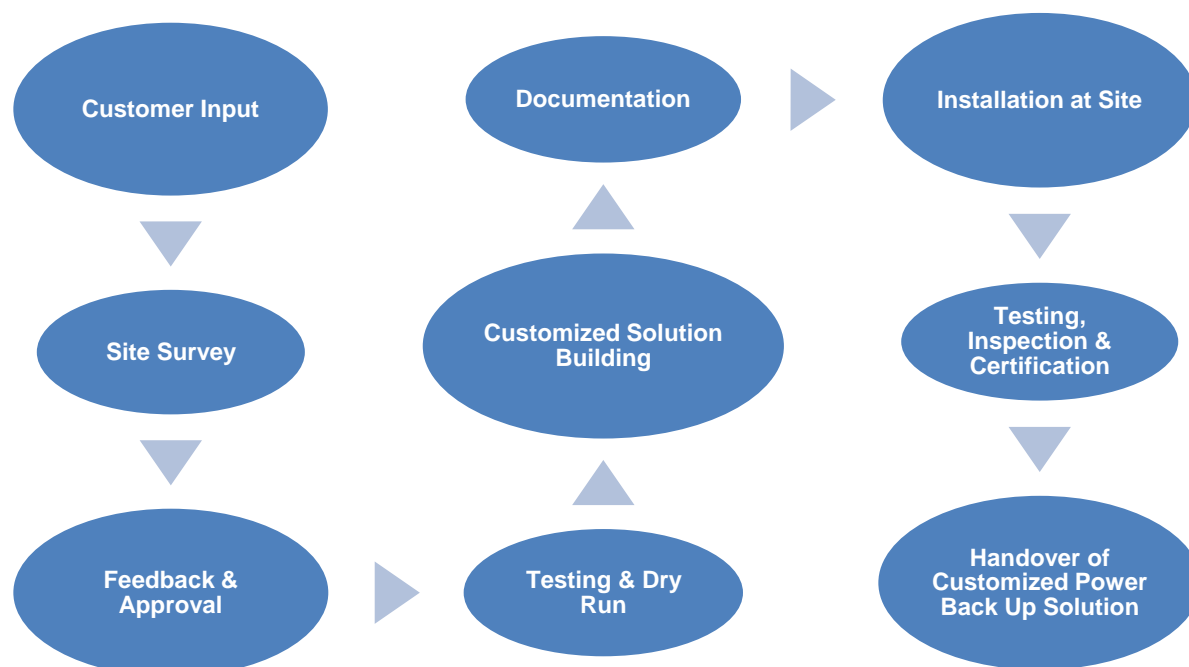
Ahmedabad, Gujarat: -

Sr. no.	Machine & Testing Equipment's	No.	Manufacturer
1	Fiber Laser Scribing Machine SFC20 CE	01	AVI Appliances Pvt Ltd
2	Cell Tester-2&3SCT-ABB CE	01	AVI Appliances Pvt Ltd
3	Solar Simulator-With Protective Cells SMT AAB CE	01	AVI Appliances Pvt Ltd
4	Automatic Integrated Solar Panel Laminator 2ST-AYZ -22-22-CE	01	AVI Appliances Pvt Ltd
5	Automatic Frame & Angle Combining SP-ZKJ-03 Glass Cleaning & Drying Machine SP – BX1500	01	AVI Appliances Pvt Ltd
6	Automatic Ribbon Cutting Machine RCM CE	01	AVI Appliances Pvt Ltd
7	Cell Welding Desk (Soldering Iron not Included) SHT-HJT	01	AVI Appliances Pvt Ltd
8	Silicon Laying Work station SP-PST	01	AVI Appliances Pvt Ltd
9	Mirror Observation Platform SP-GCJ	01	AVI Appliances Pvt Ltd
10	Solar cell components Flow SP-ZZC-01/SP-ZZC-02	01	AVI Appliances Pvt Ltd
11	EVA, TPT cutting workstation with knife SP-EVA/TPT	01	AVI Appliances Pvt Ltd
12	Spares	01	AVI Appliances Pvt Ltd
13	Air Conditioner	01	AVI Appliances Pvt Ltd
14	Air Compressor	01	AVI Appliances Pvt Ltd
15	Refrigerated Air Dryer	01	AVI Appliances Pvt Ltd
16	Hydraulic Hand Pallet Truck	01	AVI Appliances Pvt Ltd

Sr. no.	Machine & Testing Equipment's	No.	Manufacturer
17	Head Cutting Machine with tilt &swile position	01	AVI Appliances Pvt Ltd
18	Punching die with Different Punch	01	AVI Appliances Pvt Ltd
19	Punching Machine Pneumatic Panel ZP-30	01	AVI Appliances Pvt Ltd
20	SLOTTE Table	01	AVI Appliances Pvt Ltd
21	Soldering Station	01	AVI Appliances Pvt Ltd
22	Control Panel	01	AVI Appliances Pvt Ltd
23	Barcode Printer TSC-TA-210	01	AVI Appliances Pvt Ltd

ASSEMBLING PROCESS

Our company provides end to end power back up solutions to its customers which involves a series of activities which constitutes the entire assembling process. The detailed process chart is as under:-



STEP – 1: Customer Input

At this stage the requirements of the potential customer are identified. The Power Supply available at the customer's location is identified and the electrical circuit load capacity is assessed. Here all the relevant information is collected from the potential customer and based on that the total power backup requirement of the customer is assessed.

STEP – 2: Site Survey

Once the back requirement of the customer is assessed, a feasibility study is conducted and the site of the customer is surveyed. The electricity load profile of the customer is assessed as to how the customer uses electricity at site over time i.e., the electricity usage pattern of the customer is studied. Thereafter, the power supply quality is assessed with respect to the voltage and frequency. It is checked whether there is a steady voltage flow or not. Based on the survey and study, a feasibility report is prepared by the company.

STEP – 3: Feedback And Approval

Based on the feasibility report and after considering the requirements of the customer, a customized power back up solution is proposed by the company. The proposed solution is presented to the customers for their acceptance and approval of the same prior to its implementation.

STEP – 4: Documentation

After the approval of the proposed power back up solution by the customer, all the required documentation is approved and executed between the company and the customer.

STEP – 5: Customized Solution Building

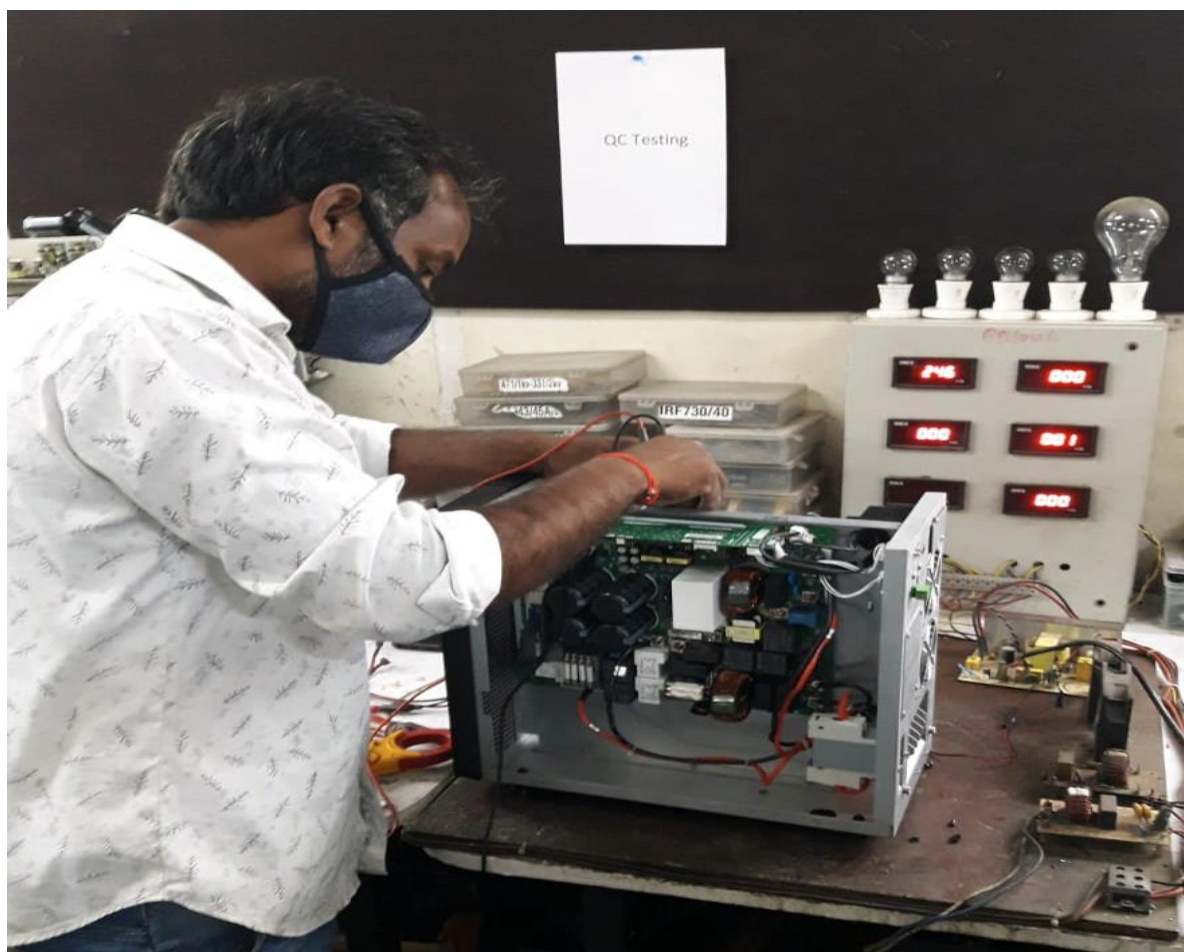
After the completion of documentation, the company assembles the procured raw material into UPS, Inverter and other necessary allied equipments. The UPS, Inverter and the supporting equipments are customized as per the requirements set out in Step 1 and 2. Thereafter, these systems are further integrated to create the customized power back up solution proposed by the company in Step 3. This system integration process is carried out at the assembling facility of the company.





STEP – 6: Testing And Dry Run

The Customized Back Up Solution prepared in the previous step is then tested and checked at assembling facility of the company. In case of any errors / limitations the same are rectified by the technical team of the company which ensures the commissioning and delivery of error free customized power back up solution to the customer. The entire system is thoroughly checked for its capacity and safety. Multiple test runs and rectifications are conducted before the final system is made ready to be delivered to the customer.



STEP – 7: Installation At Site

Once the final customized power back up solution is ready, it is delivered and installed at the site of the customer.

STEP – 8: Testing, Inspection And Certification

After the installation of the customized power back up solution, multiple test runs are conducted at the site of the customer whether the system is working properly or not given the power supply quality at the site and the electricity load profile of the customer at site. Very often the customer hires a technical consultant and an inspection is carried out after the installation of the system at site. After being satisfied about the inspection, an inspection certificate is issued by the customer / technical consultant and an acceptance of the installed system is given to the company.

STEP – 9: Handover Of Customized Power Backup Solution

Once the customer accepts the system installed at its site, the complete handover is transferred to the customer that marks the final delivery and closure.

RAW MATERIALS

Major raw materials used in the assembling process are as under: -

Sr. No.	Raw Material	Usage	Supplier	Source
1.	Power card	Contains the integral part of UPS - inverter and rectifier	EAST Group Co. Ltd	Imported
2.	Control card	Digital signal processor which controls entire operation of UPS.	EAST Group Co. Ltd	Imported
3.	Charger card	Used for charging batteries.	EAST Group Co. Ltd	Imported
4.	Cabinets	Provides housing and protection for all components.	Local Electricals	Indigenous
5.	IGBT Driver board	Controls the power devices in power board.	EAST Group Co. Ltd	Imported
6.	Input Filter board	Removes the electrical interference from AC supply.	EAST Group Co. Ltd	Imported
7.	SCR Driver board	Controls the power devices in power board.	EAST Group Co. Ltd	Imported
8.	Auxiliary Power Board	Provides power supply to electronics board.	EAST Group Co. Ltd	Imported
9.	Keypad	Keypad for front panel.	EAST Group Co. Ltd	Imported
10.	LCD screen board	LCD screen for front panel.	EAST Group Co. Ltd	Imported
11.	DC Fan	Removes hot air from inside cabinet.	EAST Group Co. Ltd	Imported
12.	Output filter board	Removes the electrical interference.	EAST Group Co. Ltd	Imported
13.	Signal cable	Used for connecting the different boards.	EAST Group Co. Ltd	Imported
14.	Miniature Circuit Breaker	Provides protection against high currents.	L & T	Indigenous
15.	Nut and bolts	Used for fixing various boards to the cabinet.	Local Electricals	Indigenous
16.	Surge Protector	Provides protection against sudden surge voltage.	Phoenix Contact	Indigenous
17.	Servo Voltage Stabilizer	Regulates supply voltage within manageable limits.	ProstarM	Indigenous
18.	Isolation Transformer	Isolates input and output sides against faults.	ProstarM	Indigenous
19.	Battery	Provides backup for load during power cuts.	Amara Raja Batteries Pvt Ltd and Exide Industries Ltd	Indigenous
20.	PVC cables	For input and output cabling.	Polycab	Indigenous
21.	Nyvin cables	For battery interlinks.	IGI Cables	Indigenous
22.	Mild Steel racks	For battery placement.	Local Electricals	Indigenous

23.	Aluminium Lugs	For termination of wires.	Local Electricals	Indigenous
24.	Parallel card	Parallel distribution of load.	EAST Group Co. Ltd	Imported
25.	SNMP card	SNMP communication.	EAST Group Co. Ltd	Imported
26.	MODBUS card	MODBUS communication accessory.	EAST Group Co. Ltd	Imported
27.	RS232 card	RS232 communication accessory.	EAST Group Co. Ltd	Imported
28.	CAT – 6 cable	For network integration with UPS.	Digisol	Indigenous

It is an indicative list of the primary raw materials used by the company and there may be other consumables, spares and components which are procured and used frequently by the company.

CAPACITY UTILIZATION

Our business is project specific and not of the nature of a manufacturing concern with specified installed capacity. Hence, capacity and capacity utilization are not applicable to us.

UTILITIES AND INFRASTRUCTURE FACILITIES

WATER FACILITY: -

Adequate arrangements with respect to water requirements for general purposes are made at the offices of the Company.

ELECTRICITY AND POWER SETUP: -

Power requirement for our business is sourced from their respective state grids to meet their power requirements.

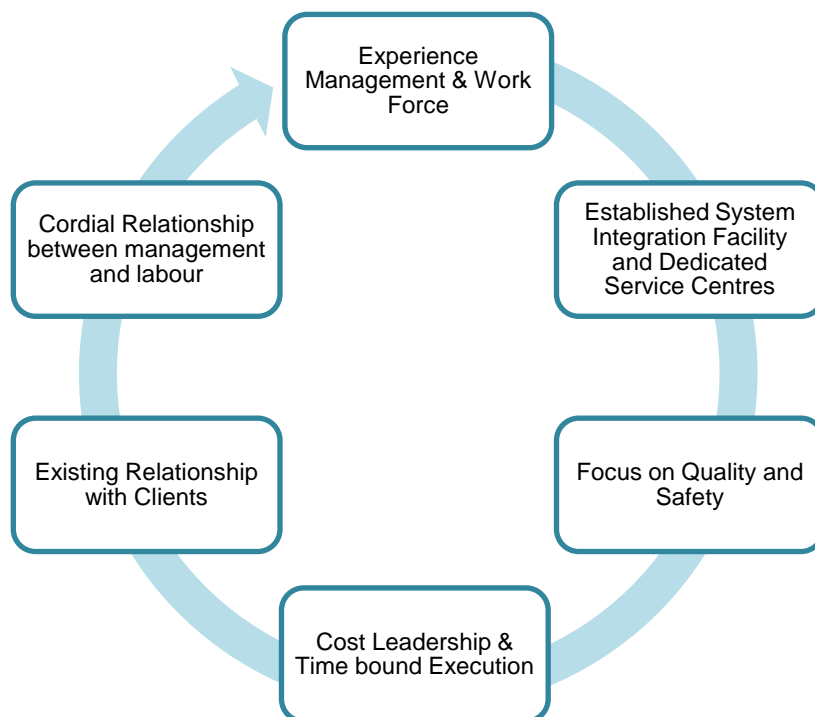
REVENUE BREAKUP

The gross revenue of the company in last three years and its breakup is as under: -

(Amount in lakhs)

Particulars	FY 2019-20		FY 2018-19		FY 2017-18	
	Amount	%	Amount	%	Amount	%
Sale of Products	10,220.10	93.20	5,636.26	86.98	4,328.84	89.40
Sale of Services	707.19	6.45	760.64	11.74	491.91	10.16
Other Revenue	38.04	0.35	83.05	1.28%	21.13	0.44
Total Revenue	10,965.33	100.00	6,479.95	100.00	4,841.88	100.00

OUR COMPETATIVE STRENGTH



Experienced management & work force

Our Company is managed by a team of experienced and professional personnel with experience in different aspects of Power Backup Systems and Solutions sector. They have an in – depth knowledge with respect to the System Integration process, servicing, marketing and finance. We believe that our qualified and experienced management has substantially contributed to the growth of our business operations. Our Promoter has more than eleven years of experience in the sector. The faith of the management in the workforce and their dedicated performance has enabled us to build us a niche player in the market. We believe that the experience of our senior management team has resulted into improved product quality and increased profitability which give us a competitive edge over our competitors.

Established System Integration Facility and Dedicated Service centres

Our existing System integration facility is located at Pune, Maharashtra. Our service centres are spread across diverse states of India. We have an in – house assembling and testing unit which enables us to make quality products which confirms to the standard of quality and safety. From a designing of solutions to the delivery of the final product, the entire process is done under one roof. Having such a setup not only gives us better control over quality but also benefits us with cost advantages compared to our competitors.

Focus on Quality and Safety

Our Company believes in delivery of safe and energy efficient power backup solutions and adheres to various qualitative standards. Our products undergo strict quality and safety check at various levels of the assembling process to ensure that any quality defects or product errors are rectified on real time basis. We also have an in – house testing facility for conducting various tests for further improvements in the technology. Our in – house testing facility regulates and monitors the quality and safety aspects associated with raw materials, UPS Systems, Inverters, stabilizers and other power conditioning items which enables us to deliver solutions which are efficient and safe for end use.

Cost Leadership and time bound execution

Our Company promotes cost leadership and timely execution of client's orders. The timely fulfilment of the orders is a prerequisite in our industry and the cost leadership entails cost efficient assembling and installation processes. Our management has carried out various steps for the purpose which involves identification of quality raw materials, harmonious relations with workforce and the use of efficient machinery and equipment's which enhanced our ability to meet large and varied orders on a timely basis. Our Company has also sustained good relations with our vendors and consequently, we enjoy the benefit of timely supply of the raw materials which has been one of the major reasons why we have been able to achieve timely fulfilment of client's orders. Our Company constantly endeavours to implement an efficient procurement policy for inputs required for our products so as to ensure cost efficiency in procurement which in turn results in cost effective assembling, installation and delivery.

Existing relationship with the clients

We focus on building long term client relationship and constantly try to cater customer needs with our products. Our existing clients provide us mandate for continuous services. We trust that our existing relationship and goodwill serves as a competitive advantage in gaining new clients in new geographies and increasing our business with existing clients.

Cordial relationship between management and labour

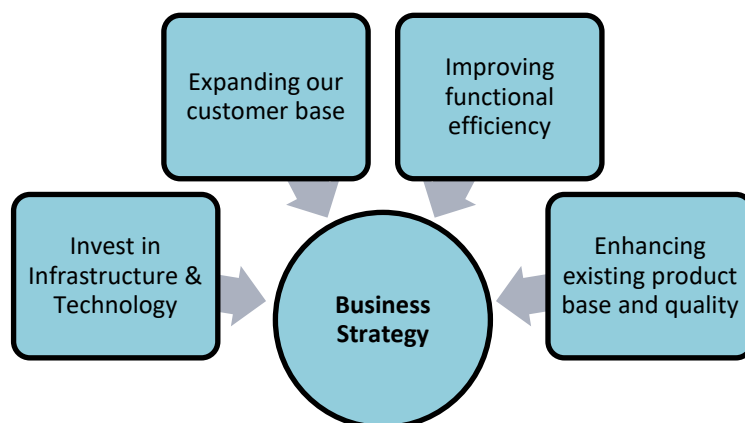
It has been over 12 years and our management has successfully maintained harmonious relations with our workforce. Our management has been able to match the goals and objectives of the company with the goals and expectations of the workforce. There has been no union of our employees. Further, we have not faced any strikes, lock – outs or any other labour protests in our organization since the inception of our business.

OUR BUSINESS STRATEGIES

Power and that too the generation of efficient & clean power is quintessential for any growing industry and this, in fact, had, prompted us to venture into the arena of Power Electronics with a burning desire to provide unparalleled and quality power solutions to our industry at large.

As a business strategy, we introduced our ProstarM make Uninterrupted Power Supply (UPS) Systems, Servo Controlled Voltage Stabilizers & other related power conditioning equipment's to the BFSI segment to provide efficient & clean power to the critical loads installed at the Banks & ATMs in particular across the length & breadth of our vast country. ProstarM systems, meticulously engineered with a cutting-edge technology and aptly supported by an efficient team of trained Service Engineers had soon positioned itself as one of the popular brands in Indian market and paved the way for acquiring bigger share of this competitive market which hitherto was dominated by multinationals. Prompted by the quick success, we strategized our move to effectively place our brand amongst the Corporates, including Public Sector Units and some select Private Entities/ System Integrators (SI).

The increase in demand of electricity, the high price of oil and the growing concern for our environment are some of several factors that's compelled us to explore the use of alternative energy sources. Among a variety of renewable energy sources, solar energy is a sustainable alternative option that can be utilized in various ways and can be used for many applications and this precisely influenced our thought process and guided us to surge ahead with the project comprising of Supply, Installation, Testing & Commissioning (SITC) of Roof Top Solar PV Plants in an appreciable number of Government Organizations. Though the initial experience had not been very encouraging in terms of ROI, nevertheless efforts are afoot to explore alternative and sustainable methods of continuing with this venture and provide Solar Energy to make the environment greener.



Our focus is on utilizing our core strengths for expanding our operations in existing as well as new markets. Apart from above, a brief description of the other business strategies employed by us is as under:

Invest in infrastructure and technology

Our Company believes in making investments for continuously achieving higher levels of excellence in our products to cater to the diverse specifications of our clients. We have invested in upgrading our machinery and equipment's with modern technology. We seek to continue to work towards the up gradation and modernization of our infrastructure and technology in future as well for sustaining our growth in the subsequent periods.

Expanding our customer base

Our present customer base comprises of Companies from BFSI Sector, Hospitality sector, Educational Institutions, Railways and other PSUs who are operating in various industries. We intend to grow our business continuously by adding new customers. Opportunities for growth in Power Back Up Solutions Industry have increased over time and thus we aim to tap these markets for further marketing & supply.

Improving functional efficiency

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

Enhancing existing products base and product quality

We believe high quality and safety complying products are of much importance for customer retention and repeat – order flow. We intend to have close interaction with our customers in a bid to strengthen our relationships with them and enabling us to understand the market perception and demand for our products.

SWOT ANALYSIS OF OUR COMPANY

Our analysis of the current business practices and prospective market conditions led us to the identification of following strengths, weakness, opportunities and threats in respect of our business operations:

Strengths: <ul style="list-style-type: none"> ✓ Cordial relations with Customers. ✓ In depth knowledge of Industry – Commercial & Technical. ✓ Experienced Management & Operational Team. 	Threats: <ul style="list-style-type: none"> ✓ Competitive Markets. There are competitors with wide market access. ✓ There are no entry barriers in our industry for new entrance.
Weakness: <ul style="list-style-type: none"> ✓ Insufficient international markets reach. 	Opportunities: <ul style="list-style-type: none"> ✓ Market development by exploring new geographies. ✓ Growing demand for Efficient Power Backup Solutions.

SALES AND MARKETING SETUP

Marketing is an important function of any organization and our company is no exception to it. We have deployed a team of efficient marketing professionals for the marketing and promotion of our products. Our success lies in the strength of our relationship with our clients who have been associated with our company since a long period of time. Our promoter Mr. Ram Agarwal through his vast experience and good rapport with the clients owing to timely delivery of quality and safe power backup solutions plays an instrumental role in creating and expanding the work platform for our company.

Regular interaction is ensured not only to maintain the client base but also to gain insight into the needs of our diverse clientele. With large sales potential, high demand of efficient power back-up solutions, raw material proximity and availability of professional & technical expertise of our promoters & technical team, we plan to grow geographically in the foreseeable period of time. Currently we are supplying our product to majority of states through the regional offices in India and we look forward to expand further.

We have an effective feedback procedure in place for our clients regarding our products which help us in improving and maintaining the efficiency of our products and achieving desired level of customer satisfaction.

COMPETITION

Power Backup Solutions is a global industry and therefore we face intense competition from various domestic and International manufacturers and traders. The competition emerges from various small and big players in the industry. Some of our competitors have resources greater than available with us.

We believe the principal elements of competition in our industry are quality, technical ability, performance record, sustained relationship with existing clients and vendors, use of technically upgraded machinery and equipment, timely delivery, safety and reliability. We compete against our competitors by establishing ourselves as knowledge-based unit with industry expertise in the segment which enables us to provide our clients with quality and safe power backup solutions. However, price is the deciding factor in most cases.

There is no authentic data available to our company on total industry size and market share of our company vis – à – vis competitors. Although our major competitors which are engaged in the similar businesses are as under: -

- Numeric UPS (Swelect)
- Eaton Powerware
- Vertiv
- APC by Schneider Electric
- Socomec

COLLABORATION

There is no collaboration as on the date of filing of this Draft Prospectus.

TOP CUSTOMERS AND SUPPLIERS

The detailed break-up of our top 5 customers as on March 31, 2020 as under:

Sr. No	Particulars	INR in Lakhs (Sales Amount)	% of Total Sales
1.	BTI Payments Pvt Ltd	1337.43	12.24%
2.	Hitachi Payment Services Pvt Ltd	906.70	8.30%
3.	Login Infotech Pvt Ltd	723.41	6.62%
4.	RailTel Enterprises Ltd	701.81	6.42%
5.	FIS Payment Solutions & Services Pvt Ltd	493.90	4.52%
	Grand Total	4163.26	38.10%

The detailed break-up of our top 5 suppliers as on March 31, 2020 as under:

Sr. No	Particulars	INR in Lakhs (Purchase Amount)	% of Total Purchases
1.	Amararaja Batteries Ltd	3259.58	35.47%
2.	Exide Industries Limited	2785.08	30.31%
3.	East Group Co. Ltd,	1502.46	16.35%
4.	Redington (India) Limited	644.49	7.01%
5.	Eaton Power Quality Private Ltd	146.59	1.60%
	Grand Total	8338.20	90.74%


HUMAN RESOURCES

The integration process requires an appropriate mix of skilled, semi – skilled and unskilled workforce, which is readily available locally. Further, we have a team of people look after sales services includes repair & maintenance, and services across various branches in India. The detailed break up of our employees as on August 31, 2020 is as under:

Division	Function	Number of employees
Finance	Accounts & Finance	15
Human Resources	Human Resource Management	2
Operations	Tenders & Sales	43
	Logistics	5
	Call Centre, Service, Repairs & Technical	196
Administration & Marketing	Overall Management, Administration and Marketing	27
Grand Total		288

INTELLECTUAL PROPERTY

Our Company is using the logo . The Logo is unregistered under the Trademarks Act, 1999 as on the date of filing this draft prospectus.

Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Registration Status
	-	-	-	-	-	-

EXPORT AND EXPORT OBLIGATIONS

As on the date of filing this Draft Prospectus, our company does not have any pending export obligations.

PROPERTIES

Presently, the company operates through a network of System Integration facilities and Service centres which are located in diverse parts of the country. Most of the properties are taken on lease by the company. The details of properties owned by the company and the properties leased by the company are as under: -

Land

The company has received an allotment of an industrial plot under a Scheme **YEA/IND4000(2019)-06** in Yamuna Express area Sector 32 admeasuring 595 sq.mtr. for a period of 90 years under a project UPS System.

Owned Properties: -

S. No.	Location	Date Acquisition
1)	Shop No. 6, Ground Floor, Nilkanth Corner Co- Op, HSG, Soc Ltd, Plot – no. 2, Sector – 2, Sanpada, Navi Mumbai, Maharashtra – 400 705	February 20 th , 2014
2)	Shop No. 7, Ground Floor, Nilkanth Corner Co- Op, HSG, Soc Ltd, Plot – no. 2, Sector – 2, Sanpada, Navi Mumbai, Maharashtra – 400 705	February 20 th , 2014
3)	Shop No. 8, Ground Floor, Nilkanth Corner Co- Op, HSG, Soc Ltd, Plot – no. 2, Sector – 2, Sanpada, Navi Mumbai, Maharashtra – 400 705	February 20 th , 2014
4)	Flat No. A3, 12 F 1, 103, 1st Floor, Seawoods Estates Limited, NRI Complex, Sector 54 / 56 / 58, Nerul, Thane, Maharashtra	February 06 th , 2015

Leased Properties: -

S.N o.	Branch Office / Service Centre / Representative Office / Assembling units / Manufacturing Unit	Location	Date of Agreement / Acquisition	Lessor	Present Monthly Rent (In. Rs.)	Period
1)	Assam Office	House no 11, Bakul Nagar, Near Indian Oil Petrol Pump, Jalukbari Guwahati- 781014, Assam.	January 01, 2020	Narendra Nath Bhattacharya	7,000/-	January 01, 2020 to December 31, 2021
2)	New Delhi Office	B-197, Ground Floor, Okhla Phase-I, New Delhi – 110020	October 12, 2019	Kalpana Jain	60,000/-/ (Plus GST)	November 01, 2019 to October 31, 2022
3)	Jammu Office	House no. 21 Bantalab Thathar, Teshil and District Jammu – 181206.	January 28, 2020	Akhter Hussain	9,000/-	January 01, 2020 to December 31, 2022
4)	Karnataka Office	Municipal No. 13(37/C), 1St Main Road, S B M Colony, Anandnagar, Hebbal Post, Bangalore - 560 024	January 27, 2020	Savitha Prahallad	25,000/-	February 01, 2020 to January 31, 2022
5)	Madhya Pradesh Office	HD-68, Abhiruchi Premises, Old Suhash Nagar, Bhopal	January 29, 2020	Sunita Srivastav	16,000/-	February 01, 2020 to December 31, 2020
6)	Odisha Office	Khata No. 262, Sahara Unit No. 5, Idga Colony, Kallabazar, Cuttack, Dhenkanal, Odisha – 753014	January 01, 2020	S.K. Saphu	2,000/-	January 01, 2020 to December 31, 2020
7)	Rajasthan Office	Ground floor and back side part of Plot no. 57, Ram Nagar – B, Near Maharana Pratap School, Jhotwar, Jaipur, Rajasthan	January 16, 2020	Smt. Suraj Devi	16,000/-	January 16, 2020 to January 15, 2025

8)	Telangana Office	House No. Survey No. 581/1, 582/2, 58 IDA Uppal, Medchal - Malkajgiri District Telangana State – 500 039	December 15, 2019	Smt. Ch. Swapna	38,000/-	December 15, 2019 to November 14, 2020
9)	Maharashtra Office	EL -35, Mahape, TTC Industrial Area, Navi Mumbai – 400 701	August 07, 2020	Bright Industries (Partnership Firm)	2,70,000/-	September 01, 2020 to August 31, 2023
10)	Jharkhand Office	C – 117, Harmu, Housing colony, P.S. Argora, Ranchi – 834 002	September 01, 2020	Mr. Madan Prasad Verma	12,000/-	September 01, 2020 to July 31, 2021
11)	Uttar Pradesh Office	20C, Krishna Nagar, Kanpur road, Lucknow	October 09, 2018	Sri Rajesh kumar Kochar	15,000/-	October 10, 2018 to August 09, 2020
12)	Bihar Office	House No. A-167, Kankarbagh, Near Modern Hospital, PC Colony Patana - 800020, Bihar	November 01, 2018	Smt. Mangla Devi	20,000/-	November 01, 2018 to October 31, 2019
13)	Punjab Office	SCF No. 1031, Super Market Village, Mattur, Sector-70, SAS Nagar (PB)	March 25, 2019	Baljit Singh	14,750/-	April 04, 2019 to March 03, 2020
14)	West Bengal Office	Premise No. 36/2A, Ramkrishna Samadhi Road, P.S. Phoolbagan Kolkata - 700 054.	July 01, 2019	Smt. Prabha Devi Agarwal	14,000/-	July 01, 2019 to May 31, 2020
15)	Maharashtra Office	House No. 2543/A/4, Plot No. 4, Situated at behind Atul Lawn, Ramkrishna Nagar, Dighori, Umred Road, Nagpur.	May 30, 2019	Ravindra	10,000/-	June 01, 2019 to April 30, 2020
16)	Assembling Unit, Maharashtra	Prostarm Info Systems Ltd., S. No. 321, Patil Nagar, Bavdhan Budruk, Nr. Lalani Quantum, Tal. Mulshi, Pune, Maharashtra – 411 021	December 10, 2014	Uttam Maruti Dagada and Balu Maruti Dagada	60,000/-	December 10, 2014 to December 09, 2017#
17)	Representative Office, Tamil Nadu	1A, Munusamy street, Bharathi block, Jafferkhanpet, Chennai – 600 083, Tamil Nadu	September 01, 2020	Mrs. M. Lakshmi	8,500/-	September 01, 2020 to August 01, 2021
18)	Manufacturing Unit, Gujarat	Survey No. 214, Godown no. 2, Nr. Relay Express, Canal Road, Navapura Block, Sanand, Ahmedabad-382 210, Gujarat.	April 18, 2017	M/s. KK Corporation	1,56,660/-	April 01, 2017 to March 31, 2020.

Our company has various branch offices across India on lease basis, some of the branch's rent agreement have expired and cannot be renewed due to lockdown in various parts of the cities because of Covid – 19.

Note: We have representative offices in Kerala at 53/737, 31/249, Panikulam, Junior Janatha road, Vytilla, Ernakulam, Kerala – 682 019 and Andhra Pradesh at Ground Floor, 28/113/1B, Ganesh Residency, Putta Road, Yanamalakuduru, Penamalaru, Mandal, Krishna, Andhra Pradesh – 520 007.

INSURANCE POLICIES

We have taken insurance policies insuring major risks relating to the stocks and other assets of the company. However, the insurance policies may not provide adequate coverage in certain circumstances and are subject to deductibles, exclusions and limit on coverage.

S. No.	Name of Insurer	Type of Policy	Validity Period	Description of coverage under the policy	Policy no.	Sum Insured (₹)	Premium P.A (₹)
1.	United India Insurance Company Limited	Standard fire & Special Perils Policy (Floater Basis) with Addon STFI Cover	December 17, 2019 to December 16, 2020	This policy covers the stock of UPS Systems, UPS Spare Parts, Power PCB, Control PCB, Batteries, Solar Panel and such other items stored by the company at its locations.	06003001119P112157970	200,000,000 and STFI Add on Cover for 200,000,000	1,50,000
2.	United India Insurance Company Limited	Burglary Floater Policy	December 17, 2019 to December 16, 2020	This policy covers the stock of UPS systems, spare parts, Power PCB, Control PCB, Batteries, Solar Panel and other items in the custody of the company at its locations.	0603001219P112158509	200,000,000	50,000
3.	United India Insurance Company Limited	Standard Fire and Special Perils Policy with Add on Cover for Earthquake and STFI Cover	December 17, 2019 to December 16, 2020	This Insurance Policy covers Building with Plinth & Foundation & all electrical installations at the property located at 150 A, Maniktala Main Road, 4 th Floor, Flat No. 4 B, Ghosh Bagan, Kankurgachi, Kolkata, West Bengal – 700054.	0603001119P112161653	15,000,000 with Add on Earthquake Cover of 15,000,000 and STFI Cover of 15,000,000	3,869

KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies 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 be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “**Government and other Approvals**” on page 281 of this Draft Prospectus.*

A. LAWS RELATED TO OUR BUSINESS

Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 was enacted in order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“**MSME**”). As per the notification no. F. No. 2/1(5)/2019-P&G/Policy (Pt.-IV) dated June 01, 2020, the Central Government notified the following criteria for classification of MSME with effect from July 01, 2020: as a micro enterprise, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; a small enterprise, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; and a medium enterprise, where the investment in plant and machinery or equipment does not exceed fifty crore rupees and turnover does not exceed two hundred and fifty crore rupees.

B. STATUTORY AND COMMERCIAL LAWS

The Companies Act, 2013 & Companies Act, 1956

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Companies Act, 2013 received the assent of President of India on 29th August 2013. At present, almost all the provisions of this law have been made effective except few to which extend the Companies Act, 1956 is still applicable. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 2013 prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies.

Indian Contract Act, 1872

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract is entered, executed and implemented and implications of breach of a contract. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced, as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. The Contract Act deals with the enforcement of these rights and duties upon the parties. The Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the Act are now subject matter of separate enactments

viz., the Sale of Goods Act, 1930 and the Indian Partnership Act 1932. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

The Sale of Goods Act, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930 ("**SG Act**"). It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of the SG Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The SG Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by instalments or that the delivery or payment or both shall be postponed. Provisions are made in the SG Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

Competition Act, 2002

The Competition Act, 2002 ("**Competition Act**") prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India ("**CCI**") as the authority under the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on 4th March, 2011 and came into effect on 1st June, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as individuals and group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India. Effective from 1st June, 2011, all combinations have to be notified to the CCI within thirty (30) days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and Section 5(b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

Consumer Protection Act, 1986

The Consumer Protection Act, 1986 ("**Consumer Act**") as amended from time to time, provides for the protection of interest of the consumers and the settlement of disputes raised by the consumers. The Consumer Act sets out a mechanism for consumers to file complaints against, *inter alia*, service providers in cases of deficiencies in services, unfair or restrictive trade practices and excessive pricing. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the Consumer Act, at the national, state and district levels. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to *inter alia* remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant and pay compensation, including

punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

Maharashtra Stamp Act, 1959

Every instruments/ document through which any right or liability is or purported to be, created, transferred, limited, extended, extinguished or recorded and is executed in Maharashtra are required to pay stamp duty under the Maharashtra Stamp Act, 1889 ("**Stamp Act**"). The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule 1 to the Stamp Act. Instruments chargeable to duty under the Stamp Act but which have not been 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 by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all.

Negotiable Instrument Act, 1881

In India, the laws governing monetary instruments such as cheques, promissory notes and bills of exchange, are contained in the Negotiable Instrument Act, 1881 ("**NI Act**") which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument, a criminal remedy of penalty was inserted in the NI Act in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

The Registration Act, 1908

The Registration Act, 1908 ("**Registration Act**") was passed to consolidate the enactments relating to the registration of documents. The Registration Act provides a list of documents which are required to be registered mandatorily and the documents for which registration is optional. Registering authorities have been provided in all the districts for this purpose. Section 49 of the Registration Act states that where a document is required to be registered as per the provisions of the Registration Act or Transfer of Property Act, 1882, shall affect any immovable property comprised therein, or confer any power to adopt, or be received as evidence of any transaction affecting such property or conferring such power, only when the said document has been registered.

Arbitration and Conciliation Act, 1996

This Arbitration and Conciliation Act, 1996 ("**Arbitration Act**") was enacted by the Parliament to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards and also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Arbitration Act is to comprehensively domestic arbitration and conciliation and also international and commercial arbitration and conciliation; to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration; to provide that the arbitral tribunal gives reasons for its arbitral award; to ensure that the arbitral tribunal remains within the limits of its jurisdiction; to minimize the supervisory role of courts in the arbitral process; to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings; to encourage settlement of disputes; to provide that every final arbitral award is enforced in the same manner as if it was a decree of the court;

to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal; and to provide for enforcement of foreign awards.

C. LAWS RELATING TO LABOUR AND EMPLOYMENT

Employees State Insurance Act, 1948

Employees State Insurance Act, 1948 (“**ESI Act**”) as amended, 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. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the schemes formulated there under

This Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“**EPF Act**”) provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

- (i) **The Employees Provident Fund Scheme, 1952:** As per this scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.
- (ii) **The Employees’ Pension Scheme, 1995:** Employees’ Pension Scheme is a pension scheme for survivors, old aged and disabled persons. This scheme derives its financial resource by partial diversion from the provident fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33% of the employee’s pay shall be remitted by the employer to the employees’ pension fund within fifteen (15) days of the close of every month by a separate bank draft or cheque on account of the employees’ pension fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the EPF Act.
- (iii) **The Employees Deposit Linked Insurance Scheme, 1976:** As per this scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the EPF Act, to the insurance fund within fifteen (15) days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the EPF Act.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 provides for payment of minimum bonus to factory employees and every other establishment in which twenty (20) or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

The Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act, 1976 ("**Remuneration Act**") was implemented. The Equal Remuneration Act provides for payment of equal wages for equal work of equal nature to male and female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc.

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

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 favours 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 three (3) months from the date of the last incident. If the establishment has less than ten (10) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs.50,000/- (Rupees Fifty Thousand Only).

Shops and Establishment Laws

The shops and establishment laws govern a company in the states where it has offices/godowns. It regulates the conditions of work and employment in shops and commercial establishments and generally prescribes obligations in respect of registration, opening and closing hours, daily and weekly working hours, health and safety measures, and wages for overtime work. The state law relevant to the Company are the Shops and Commercial Establishments laws as applicable in the state of Andhra Pradesh, Assam, Bihar, Tamil Nadu, New Delhi, Gujarat, Jammu, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Odisha, Punjab, Rajasthan, Telangana, Uttar Pradesh, West Bengal.

The Maternity Benefit Act, 1961("Maternity Act")

The Maternity Act was enacted by Parliament in the Twelfth Year of the Republic of India to regulate the employment of women in certain establishments for certain periods before and after child-birth and to provide for maternity benefit and certain other benefits.

The Payment of Gratuity Act, 1972

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of

the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service.

The Payment of Wages Act, 1936

The Payment of Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments, either directly or indirectly through a sub-contractor, where the monthly wages payable to such persons is less than Rs. 24,000/-. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

C. ENVIRONMENTAL LAWS

Environment Protection Act, 1986

The purpose of the Environment Protection Act, 1986 is to act as an umbrella legislation providing a framework for Central Government to co-ordinate of environment protection activities of various central and state authorities. The said Act prohibits person carrying on business, operations, process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed by the Government in this regard.

Battery (Management and Handling) Rules, 2001

The Batteries Management and Handling Rules were notified in the year 2001 with the aim of channelizing the used lead acid batteries for environmentally sound recycling. The said Rules mandates the State Pollution Control Board to seek details and data on sale, import, generation, collection and recycling of used batteries from manufacturer, assembler, re-conditioners, importers, auctioneers and batteries recyclers. The said Rules also provides for registration/authorization of dealers by State Pollution Control Boards and registration of Importers by Central Pollution Control Board. The Dealers are required to file half yearly returns to manufacturers, who in turn have to file complied half yearly returns to the State Pollution Control Board.

D. TAX LAWS

The Income Tax Act, 1961

The Income Tax Act, 1961 ("**Tax Act**") deals with taxation of individuals, corporate, partnership firms and others. As per the provisions of the Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act. Filing of returns of income is compulsory for all assesses. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company desirous of importing or exporting any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

Goods and Services Tax Act, 2017

The Goods and Services Tax Act, 2017 (“**GST**”) is one of the most significant tax reforms introduced in the history of the Indian fiscal evolution. The central and state governments will levy GST simultaneously, on a common taxable value, on the supply of goods and services. However, in the case of imports and inter- state supplies, an Integrated Goods and Service Tax (“**IGST**”) shall be levied by the central government, proceeds of which will be shared by the central and the recipient state government. IGST is an Indian innovation which would help tax move along with goods/services, across states and therefore reduce refund situations at state borders. GST is expected to bring a significant shift from origin-based taxation to a destination-based tax structure. This is likely to impact not only the operating business models but also the revenues of the Centre/states. It has the potential to impact cash flow, pricing, working capital, supply chain and IT systems and hence provides an opportunity to transform your business. GST allow equal opportunity to the center and the state to tax all supplies of goods and services. The single GST replaced several former taxes and levies which includes central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and octroi.

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 state governments of the following states have levied professional tax: Karnataka, West Bengal, Andhra Pradesh, Maharashtra, Tamil Nadu, Gujarat, Assam, Chhattisgarh, Kerala, Meghalaya, Orissa, Tripura, Telangana and Madhya Pradesh. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations.

E. INTELLECTUAL PROPERTY LAWS

India has certain laws relating to intellectual property rights such as patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999, and design protection under the Designs Act, 2000.

The Trade Marks Act, 1999

The Trade Marks Act, 1999 (“**TM Act**”) provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the TM Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

The Copyright Act, 1957

The Copyright Act, 1957 ("**Copyright Act**") governs the copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. While copyright registration is not a pre-requisite for acquiring or enforcing a copyright, registration creates a presumption favouring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for sixty (60) years. The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner.

F. FOREIGN INVESTMENT REGULATIONS

The Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development & Regulation) Act, 1992, 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.

Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations (*as defined hereunder*), no prior consents and approvals are required from the RBI, for foreign direct investment ("**FDI**") under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 vide notification F.No. 1/14/EM/2015 dated October 17, 2019 ("**FEMA Regulations**") which governs transfer by or issue security to a person resident outside India. FEMA Regulations repealed the Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017 and Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018.

Foreign Direct Investment Policy, 2017

With the intent and objective of the Government of India to attract and promote foreign direct investment in order to supplement domestic capital, technology and skills, for accelerated economic growth. The Government of India has put in place a policy framework on Foreign Direct Investment, which is transparent, predictable and easily comprehensible. This framework is embodied in the Circular on Consolidated FDI Policy, which may be updated every year, to capture and keep pace with the regulatory changes, effected in the interregnum. The Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through press notes/press releases which are notified by the RBI as amendments to the Foreign Exchange Management (Transfer or Issue of Security by Persons Resident Outside India) Regulations, 2000. These notifications take effect from the date of issue of press notes/ press releases, unless specified otherwise therein. In case of any conflict, the relevant FEMA Notification will prevail. The procedural instructions are issued by the RBI *vide* A.P. (DIR Series) Circulars. The regulatory framework, over a period of time, thus, consists of Acts, Regulations, Press Notes, Press Releases, Clarifications, etc.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally incorporated on January 11, 2008 as “**Prostar Micronova Power Systems Private Limited**” as a Private Limited Company under the provisions of the Companies Act, 1956 by Registrar of Companies, Pune bearing Corporate Identification Number U31900PN2008PTC131272. Subsequently, our company was converted into Public Limited Company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting held on March 17, 2017 and name of company was changed to “**Prostar Micronova Power Systems Limited**” pursuant to issuance of Fresh Certification of Incorporation dated May 26, 2017 by Registrar of Companies, Pune. Further, the company has changed its name pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting held on July 10, 2017 and name of company was changed to “**Prostarm Info Systems Limited**” pursuant to issuance of Fresh Certification of Incorporation dated July 28, 2017 by Registrar of Companies, Pune. The Corporate Identification Number of our company U31900PN2008PLC131272. The registered office of our company is situated at SR No. 321, Patil Nagar, Bavdhan Budruk, Pune Maharashtra-411021 India.

Mr. Ram Agarwal & Mrs. Sonu Ram Agarwal are initial subscriber of Memorandum of Association of our Company.

Our company is engaged in providing Power Backup Solutions, Solar Products and Allied Services to the customers. The company is into the business of providing efficient, uninterrupted & clean power solutions to critical loads like ATMs & Microprocessors based systems / Office automation equipment's installed in banks & other financial institutions, corporate, academic institutes, hospitals/diagnostic centres, hospitality segment, railways and other PSUs.

Over the years, our company has graduated into multifaceted entity specialized in providing solutions & services related to Power and Total Implementation/Infrastructure Solutions (TIS) in addition to the supply of flagship products like Uninterrupted Power Supply (UPS) Systems, Solar PV Power Plants, Solar Inverters, Batteries, Servo-Controlled Voltage Stabilizers and other related power conditioning equipment's.

Our company is an assembling and integration unit for power backup solutions. We procure Components of our products from overseas markets as well as from local Indian markets which are assembled and integrated to make the final products at our assembly unit situated at Pune as per the needs & requirements of the clients.

For information on our company profile, activities, market, services etc., market of each segment, assembly line, quality accreditations, major suppliers and customers, environmental issues, geographical segments etc., where ever applicable, please refer to chapters titled “**Our Business**”, “**Our Industry**”, “**Management's Discussion and Analysis of Financial Condition and Results of Operation**”, “**Financial Statements as restated**”, “**Government and Other Statutory Approvals**” beginning on page 121, 106, 247, 194 and 281 respectively of the Draft Prospectus.

Currently Mr. Ram Agarwal and Mrs. Sonu Ram Agarwal are the promoters of the company. The shareholding of Mr. Ram Agarwal is 27,25,080 equity shares and Mrs. Sonu Ram Agarwal is 18,16,724 equity shares as on the date of filing this draft prospectus. For further details, please refer chapter titled “**Capital Structure**” on page 73 of this Draft Prospectus.

CHANGES IN OUR REGISTERED OFFICE

There has not been any change in the Registered Office of our Company since incorporation till the date of this Draft Prospectus.

KEY EVENTS AND MILESTONES

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

Year	Events
2008	Incorporation of our Company and commencement of business.
2009	Received Small Scale Industries Entrepreneurs Memorandum No. 270251105095 from Government of Maharashtra for manufacturing of Micro Controllers and UPS Systems.
	Received performance appreciation certificate from M/s. Diebold Systems Private Limited for installing and after sale services of 50KVA Online UPS.
2010	Received certificate from Dun & Bradstreet Information Services India Private Limited for inclusion the company name in Dun & Bradstreet Global Database with D&B D – U – N – S No. 65 – 049 – 9150.
	Received performance appreciation certificate from M/s. Wainganga Krishna Gramin Bank for delivering/ installing/commissioning/functioning Online UPS.
2012	Received performance appreciation certificate from M/s. Prizm Payment Services for installation and services of UPS with batteries on PAN India
	Received performance appreciation certificate from M/s. State Bank of India for installation of UPS in their ATM's.
	Received performance appreciation certificate from M/s. SBI Funds Management Private Limited for installation of UPS in Branches across India.
2014	Received Certificate of Conformity by EC International Certifications to comply with the Low Voltage Directive & EMC Directive for the Product Line Interactive Uninterrupted Power Supply.
	Received Certificate of Conformity by EC International Certifications to comply with the Low Voltage Directive & EMC Directive for the Product Uninterrupted Power Supply (1KVA to 20KVA)
	Received Certificate of Conformity by EC International Certifications for ROHS compliant for the Product Uninterrupted Power Supply.
2015	Received performance appreciation certificate from M/s. FIS Payment Solutions & Services Private Limited for installation of UPS in Branches across India.
2017	Received Occupational Health and Safety Management System Quality certificate OHSAS 18001:2007 for assembling, manufacturing and servicing of UPS Systems, Solar powered Systems, Voltage Stabilizer and Trading of Batteries.
	Received registration certificate from Bureau of Indian Standard bearing registration no: R – 71002313 for the product of Uninterrupted Power Supply.
	Certificate of Empanelment by Ministry of New and Renewable Energy for Grid Connected Rooftop and Small Solar Power Plants Programme.
	Change in the name of the company
2018	Conversion of Company from Private Limited to Public Limited.
	Admitted as a Corporate Associate Member of Associated Chambers of Commerce and Industry of India with membership no: CA – 3338.
	Received Quality certification ISO 14001:2015 for assembling, testing, servicing of UPS Systems including Solar UPS/inverter, Solar MPPT Charger, PCU, Junction Box, Servo Controlled Voltage stabilizer, IT & Trading of Batteries
	Our company ventured into manufacturing of Solar Products and set up manufacturing unit at Ahmedabad

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company, as set forth in our Memorandum of Association, of our company are as follows:

“To manufacture, design, produce, process, develop, re-condition, assemble, maintain, convert, overhaul, alter, repair, improve, fabricate, substitute, buy, sell, import, export, let on hire or otherwise deal in all types of electronic, electromechanical, electromagnetic and electrical instruments, devices, appliances, equipment’s, panels, spares, accessories and fittings including but not limited to devices, instruments, appliances, equipment’s used for domestic and industrial purposes.”

CHANGES IN MEMORANDUM OF ASSOCIATION

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Changes
March 25, 2010	EGM	The authorized share capital of Rs. 1,00,000/- consisting of 10,000 Equity Shares of Rs. 10/- each was increased to Rs. 5,00,00,000/- consisting of 50,00,000 Equity shares of Rs.10/- each.
May 11, 2018	EGM	The authorized share capital of Rs.5,00,00,000/- consisting of 50,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 14,00,00,000/- consisting of 1,40,00,000 Equity shares of Rs.10/- each.
March 17, 2017	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company has been changed from Prostar Micronova Power Systems Private Limited to Prostar Micronova Power Systems Limited and a fresh Certificate of Incorporation dated May 26, 2017 was issued by Registrar of Companies, Pune.
July 10, 2017	EGM	The name of our company was changed from Prostar Micronova Power Systems Limited to Prostarm Info Systems Limited and a fresh Certificate of Incorporation dated July 28, 2017 was issued by Registrar of Companies, Pune.

OUR HOLDING / SUBSIDIARY COMPANY

The Company named M/s. Supernova Batteries Private Limited was a 100% Subsidiary of our company during the FY 2014-15 to 2016-17. Thereafter, in the Financial year 2017-18 the company filed an application to Registrar of companies for Striking off its name voluntarily.

For further details please refer chapter titled **“Our Group Companies”** beginning on page no. 187 of this Draft Prospectus.

OTHER DETAILS REGARDING OUR COMPANY

For information on our products, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to chapters titled “*Our Business*”, “*Our Industry*” and “*Management’s Discussion and Analysis Of Financial Conditions And Results of Operations*” beginning on page nos. 106 and 247 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to chapters titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 162 and 73 respectively of this Draft Prospectus.

OUR JOINT VENTURE

Our Company has not entered into Joint Venture as on the date of filing of this Draft Prospectus.

REVALUATION OF ASSETS IN LAST 10 YEARS

There has been no revaluation of assets of our company in last 10 years from the date of this Draft Prospectus.

DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY IN LAST TEN YEARS

Our company has not divested any of its business / undertaking in last 10 years from the date of this Draft Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

Since incorporation, there has been no change in the activities being carried out by our Company.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order.

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

There has been no merger or acquisition of businesses or undertakings in the history of our Company.

SHAREHOLDERS’ AGREEMENTS

Our Company has not entered into any agreements / arrangements with shareholders before the filing of this Draft Prospectus. Our Company has not entered into any agreements / arrangements with Key Managerial Persons/ Directors/ Promoters/ Employees except under normal course of business of the Company, as on date of filing of this Draft Prospectus.

OTHER MATERIAL AGREEMENTS

There are no material agreements / arrangements or contracts which have been entered into by our company prior to date of filing of this Draft Prospectus which is not in the ordinary course of business.

STRIKES AND LOCK-OUTS

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

SIGNIFICANT STRATEGIC PARTNERSHIP AND FINANCIAL PARTNERSHIP

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

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details in relation to our capital raising activities through equity and debt, please refer to the chapters titled “**Financial Information as Restated**”, “**Capital Structure**” and “**Financial Indebtedness**” beginning on page 194, 73 and 271 respectively, of this Draft Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

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

CAPACITY/FACILITY CREATION, LOCATION OF PLANTS

Our company has an assembling and integration unit for power backup solutions. We procure Components of our products from overseas markets as well as from local Indian markets which are assembled and integrated to make the final products at our assembly unit situated at Pune situated at SR. No. 321, Patil Nagar, Bavdhan Budruk, Tal. Mulshi, Pune, Maharashtra – 411021 as per the needs & requirements of the clients.

The company has solar products manufacturing line situated at Survey No.214, Godown No.2, Near Relay Express, Canal Road, Navapura, Block Sanand, Ahmedabad – 382210, Gujarat, but due to stiff competition and from overseas market and increased cost of manufacturing solar products in house, manufacturing activities is not undertaken at the plant and instead products are imported from overseas.

NUMBER OF SHAREHOLDERS

Our Company has 7 (Seven) shareholders as on date of this Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. Our Company currently has Six (6) directors on our Board including Three (3) Executive Directors and Three (3) Non – Executive Directors out of which Two (2) are Independent Directors. Our Board also has Two (2) women directors.

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

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

Name	MR. VIKAS SHYAMSUNDER AGARWAL
Father's Name	Mr. Shyamsunder Balluram Agrawal
DIN	01940262
Date of Birth	26/11/1984
Age	36 Years
Designation	Chairman and Non – Executive Director
No. of Years of Experience	12 Years
Address	14, Amramanjari Bungalows, Near Basant Bahar, South Bopal, Ahmedabad – 380058, Gujarat.
Occupation	Business
Nationality	Indian
Date of Appointment	<ul style="list-style-type: none"> ▪ Originally appointed as Additional Director on August 01, 2008 and regularized as Non-Executive Director on Annual General Meeting held on September 29, 2008. ▪ On August 08, 2018 re-appointed as Chairman & Whole Time Director. ▪ On March 20, 2020, he further re-appointed as Chairman & Non-Executive Director through the resolution passed in the Board. The term of appointment shall be effect from April 01, 2020.
Terms of Appointment	For a term of 5 Years subject to retire by rotation.
Other Directorship/ Partnerships	Public Limited: Nil Private Limited: EV Swapping Private Limited Limited Liability Partnerships: Nil
Name	MRS. SONU RAM AGARWAL
Father's Name	Mr. Shyamsunder Agarwal
DIN	01920474
Date of Birth	07/02/1981
Age	39 Years
Designation	Whole–Time Director
No. of Years of Experience	12 Years

Address	Flat no. 12/103, NRI Complex, Sector-54, Palm Beach, Road near DPS School, Seawood, Nerul, Navi Mumbai – 400706.
Occupation	Business
Nationality	Indian
Date of Appointment	<ul style="list-style-type: none"> Originally appointed as Non-Executive Director on 11th January, 2008 On August 08, 2018 re-appointed as Whole Time Director of the company.
Terms of Appointment	For a term of 5 Years subject to retire by rotation.
Other Directorship/ Partnerships	Public Limited: Nil Private Limited: EV Swapping Private Limited Limited Liability Partnerships: Nil
Name	MR. TAPAN GHOSE
Father's Name	Mr. Bimal Kumar Ghose
DIN	01739231
Date of Birth	22/03/1955
Age	65 Years
Designation	Managing Director
No. of Years of Experience	12 Years
Address	82/9E Ballygunge Place, 6 th Floor, Flat – 12, Kolkata – 700019, West Bengal.
Occupation	Business
Nationality	Indian
Date of Appointment	<ul style="list-style-type: none"> Originally appointed as Additional Director on 1st August, 2008 and regularized as Non-executive Director on Annual general Meeting September 29, 2008 On 8th August, 2018 re-appointed as Managing Director
Terms of Appointment	5 Years from date of re-appointment, subject to liable to retire by rotation.
Other Directorship/ Partnerships	Public Limited: Nil Private Limited: Nil Limited Liability Partnerships: Nil
Name	MR. RAGHU RAMESH THAMMANNASHASTRI
Father's Name	Mr. Ramesh Krishna Thammannashastri
DIN	03331642
Date of Birth	18/07/1968
Age	52 Years
Designation	Whole – Time Director
No. of Years of Experience	9 Years
Address	New No. 427 Sri Bhavani 17 th Cross, Kankanagar, RT Nagar Post, Bangalore, Karnataka – 560032
Occupation	Business
Nationality	Indian
Date of Appointment	Originally Appointed as Director on 31 st March, 2011 and further re-appointed as Whole Time Director on 1 st April, 2020.
Terms of Appointment	5 Years from date of re-appointment, subject to liable to retire by rotation.

Other Directorship/ Partnerships	Public Limited: Nil Private Limited: Nil Limited Liability Partnerships: Nil
Name	MR. HARSH JODHANI
Father's Name	Mr. Ravindra Kumar Jodhani
DIN	08829270
Date of Birth	22/03/1994
Age	26 Years
Designation	Independent Director
No. of Years of Experience	None
Address	C – 803, Ashirwad Avenue, VIP Road, Opp. Shyam Mandir, Surat-395017
Occupation	Professional
Nationality	Indian
Date of Appointment	Appointed as Independent Director on 14 th August, 2020.
Terms of Appointment	5 Years from date of appointment, subject to not liable to retire by rotation.
Other Directorship/ Partnerships	Public Limited: Nil Private Limited: Nil Limited Liability Partnerships: Nil
Name	MRS. NEHAL K GANGAR
Father's Name	Mr. Kishore Ramji Shah
DIN	07140342
Date of Birth	07/11/1972
Age	47 years
Designation	Independent Director
No. of Years of Experience	None
Address	Building No.16/Flat – 401, N.R.I Complex, Seawoods Estate, Palm Beach, Road, Sector – 54/56/58, Nerul West – 400, Navi Mumbai, Thane – 400 615.
Occupation	Business
Nationality	Indian
Date of Appointment	Appointed as Independent Director on 27 th August, 2020
Terms of Appointment	5 Years from date of appointment, subject to not liable to retire by rotation.
Other Directorship/ Partnerships	Public Limited: Nil Private Limited: Nil Limited Liability Partnerships: Viki Merchandising LLP

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Vikas Shyamsunder Agarwal

Vikas Shyamsunder Agarwal, aged 36 years, is the Chairman cum Non-Executive Director of our Company. He completed his graduation ⁽¹⁾ from H.L. College of Commerce, Ahmedabad in the field of commerce. He plays a pivotal role in formulation and implementation of business strategy for growth and expansion of the business. Further, he will continue with this current role and responsibilities after the public issue.

Sonu Ram Agarwal

Sonu Ram Agarwal aged 39 years, is the Promoter and Whole-Time Director of our Company. She has completed masters of Business Administration in an integrated Programme from KS school of Business Management, Gujarat University specialized in Finance. She is the director of the company since inception. She is also our company Chief Financial Officer and look after the accounts, finance and taxation. Also, she looks after nurturing of the most important asset of any growing organization – the man power, has contributed enormously in scripting the upward graph of growth of our Company despite all constraints. She will continue with her current role and responsibilities after the public issue.

Tapan Ghose

Tapan Ghose, aged 65 years, is the Managing Director of our Company. He completed his graduation in the field of commerce from St. Xavier College, Kolkata in the year 1977. He also passed CA Intermediate examination of ICAI in the year 1980. He has experience of over 12 years in our Company in the field of power electronic & automation products and services. He looks after sales and marketing of the company and he is instrumental in expanding the business operations of our company from West to Pan India amid cut throat competition from established giants. Further, he will continue with this current role and responsibilities after the public issue.

Raghu Ramesh Thammannashastri

Raghu Ramesh Thammannashastri aged 51 years, is the Whole – Time Director of our Company. He completed his Diploma in electrical engineering from Board of Technical Examination under Department of Technical Education, Govt of Karnataka in the year 1987 and engineering Diploma Course from The Institution of Engineers (India), Kolkata in the year 1991. He joined our company as director in the year 2011. He is the brain & stimulating force behind the research & development that entails our manufacturing process at our Registered Office & Unit at the Electronics Hub – Pune. He is person with infinite aptitude for Quality & Perfection in one's normal demeanor is instrumental in creating an in-house ambience of teamwork amongst the production & service engineers perfected to extract the best in keeping with the halo of trustworthiness that is created over the years around our brand – ProstarM.

CA Harsh Jodhani

Harsh Jodhani aged 26 years, is the independent director of our company. He is a member of The Institute of Chartered Accountants of India since March 11, 2020. He specializes in income-tax related matters such as scrutiny assessments including appeal to higher authorities up to the level of Appellate Tribunal. He is also specializing in the Registrar of Companies compliances and GST related compliance matters.

Nehal K Gangar

Nehal K Gangar aged 47 years, is the Independent Director of our company. She completed her graduation in the field of commerce from University of Bombay in the year 1993. She is also associated as a Designated partner in VIKI merchandising LLP.

- (1) *Our Director Mr. Vikas Shyamsunder Agarwal lost his copy of education degree and instead provide us affidavits claiming about his education degree.*

CONFIRMATIONS

As on the date of this Draft Prospectus:

1. Except as stated below; none of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Name of the Director	Name of the Other Director	Relation
Vikas Shyamsunder Agarwal	Sonu Ram Agarwal	Brother – Sister
Sonu Ram Agarwal	Vikas Shyamsunder Agarwal	Sister – Brother

2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of our Directors are on the RBI List of willful defaulters.
5. None of our Directors are fugitive economic offender as defined under Regulation 2(1)(p) of SEBI (ICDR) Regulation 2018.
6. Further, none of our Directors are or were directors of any listed companies whose shares have been/were: -
 - (a) Suspended from trading by any of the stock exchange(s) during his/her tenure in such company/companies in the last 5 years or
 - (b) Delisted from the stock exchanges during the term of their directorship in such company/companies.
7. 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.

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at the Extraordinary General Meeting of our Company held on July 01, 2019 and pursuant to provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Board of Directors (including committees) of the Company be and is hereby authorized to borrow money on such terms and conditions as may be considered and suitable by the Board of Directors up to a limit of Rs.17.00 Crores (Rupees Seventeen Crores only) notwithstanding that the money (s) to be borrowed together with the money(s) already borrowed by the Company (apart from the temporary Loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid -up Capital of the Company and its Free Reserves of the Company.

REMUNERATION/COMPENSATION PAID TO DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the Financial Year ended on March 31, 2020.

Name of Director	Amount (in Rs.)
Mrs. Sonu Ram Agarwal	34,00,000 per annum
Mr. Raghu Ramesh Thammannashastri	16,20,000 per annum
Mr. Tapan Ghose	6,00,000 per annum

Compensation of our Managing Director

The Compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company.

Terms and conditions of employment of our Managing Director

Mr. Tapan Ghose was appointed as Managing Director of our Company with effect from August 08, 2018 for a period of five years. Mr. Tapan Ghose terms of appointment have been laid down under the employment agreement dated August 10, 2018. The Significant terms and conditions of his employment are as follows:

Remuneration	Rs. 6,00,000/- per annum Salary may revise periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee, if any and may be increased upto Rs. 60,00,000/- per annum subject to the provisions of the Act.
Term of Appointment	5 Years from 8 th August, 2018 subject to liable to retire by rotation.
Perquisites	A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%. B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year. C. Encashment of leave at the end of tenure, if any, as per the policy of the Company.

Further, he shall be entitled to reimbursement actual entertainment and travelling expenses incurred from time to time to perform his duties as per the rules of the Company.

The Company shall provide Car, driver or its reimbursement and any other conveyance or its reimbursement as may be required in connection with the Company's business

Terms and conditions of employment of our Whole – Time Director

- (b) **Mr. Raghu Ramesh Thammannashastri** is appointed as Whole Time Director of our Company with effect from April 01, 2020 for a period of five years. Mr. Raghu Ramesh Thammannashastri terms of appointment have been laid down under the employment agreement dated February 24, 2020. The Significant terms and conditions of his employment are as follows:

Remuneration	Rs. 16,20,000/- per annum Salary may revise periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee, if any and may be increased upto Rs. 60 Lacs per annum subject to the provisions of the Act.
Term of Appointment	5 Years from 1 st April, 2020 subject to liable to retire by rotation.
Perquisites	A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%. B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year. C. Encashment of leave at the end of tenure, if any, as per the policy of the Company.

Further, he shall be entitled to reimbursement actual entertainment and travelling expenses incurred from time to time to perform his duties as per the rules of the Company.

The Company shall provide Car, driver or its reimbursement and any other conveyance or its reimbursement as may be required in connection with the Company's business.

- (c) **Mrs. Sonu Ram Agarwal** is appointed as Whole – Time Director of our Company with effect from August 08, 2018 for a period of five years. Mrs. Sonu Ram Agarwal terms of appointment have been laid down under the employment agreement dated August 10, 2018. The significant terms and conditions of her employment are as follows:

Remuneration	Rs. 24,00,000/- per annum which was further revised to Rs.34,00,000/- in the Extra General Meeting dated March 20, 2020. Salary may revise periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee, if any and may be increased upto Rs. 90 Lakhs per annum subject to the provisions of the Act.
Term of Appointment	5 Years from August 08, 2018 subject to liable to retire by rotation.
Perquisites	A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.

	<p>B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.</p> <p>C. Encashment of leave at the end of tenure, if any, as per the policy of the Company.</p>
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Further, she shall be entitled to reimbursement actual entertainment and travelling expenses incurred from time to time to perform his duties as per the rules of the Company.

The Company shall provide Car, driver or its reimbursement and any other conveyance or its reimbursement as may be required in connection with the Company's business.

Terms and conditions of employment of our Independent Director and Non – Executive Director

Non – Executive and Independent Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

Our company has not paid remuneration to Non – Executive Director and Independent Director in the year 2019-2020.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification equity shares. Except as stated below no other directors have shareholding of our Company.

The following table details the shareholding of our Directors as on the date of this Draft Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mrs. Sonu Ram Agarwal	18,16,724	20.00%	14.68%
2.	Mr. Vikas Shyamsunder Agarwal	29,97,252	33.00%	24.23%
	Grand Total	48,13,976	53.00%	38.91%

INTERESTS OF DIRECTORS

Interest in promotion of our Company

Our Director, Mrs. Sonu Ram Agarwal may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by her and also to the extent of any dividend payable to her and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled **“Related Party Transactions”** and **“Promoter and Promoter Group”** beginning on page 192 and 182 of this Draft Prospectus.

Interest in the property of our Company

Our Directors do not have any interest in any property acquired or proposed to be acquired of the company or by the company except other disclosed in the heading titled “Properties” under the chapter titled **“Our Business”** beginning on page 121 of this Draft Prospectus.

Interest as member of our Company

As on date of this Draft Prospectus, none of our Directors except Mr. Vikas Shyamsunder Agarwal and Mrs. Sonu Ram Agarwal hold 29,97,252 and 18,16,724 Equity Shares respectively in our company i.e. 33.00% and 20.00% respectively of the pre – issue paid up equity share capital of our company. Therefore, they are interested to the extent of their respective shareholding and the dividend declared, if any, on holding of equity shares by our Company.

Interest as a creditor of our Company

As on the date of this Draft Prospectus, our company has not availed loans from the Directors of our company. For further details, refer to chapter titled **“Financial Indebtedness”** and heading titled **“Related Party Transactions”** under Chapter titled **“Financial Statements as Restated”** beginning on page 271 and 238 respectively of this Draft Prospectus.

Interest as Director of our Company

Except as stated in the chapters titled **“Our Management”**, **“Financial Statements as Restated”** and **“Capital Structure”** beginning on pages 162, 194 and 73 respectively of this Draft Prospectus our Directors, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AOA of our Company.

Interest as Key Managerial Personnel of our Company

The Key Managerial Personnel of our Company and may deemed to be interested to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AOA of our Company and to the extent of equity shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than as disclosed above, no director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled **“Related Party Transactions”** under chapter titled **“Financial Statements as Restated”** beginning on page 238 of this Draft Prospectus.

Interest in transactions involving acquisition of Land and Property

Except as stated/referred to in the heading titled **“Properties”** under chapter titled **“Our Business”** beginning on page 144 of this Draft Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in chapter titled “**Financial Statements as Restated**” beginning on page 194 of this Draft Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

Interest in the Business of Our Company

Except as stated above and under the heading “**Financial Statements as restated – Note - 27 – Restated Statement of Related Parties Transactions**” on page 238, under the section titled “Financial Statements”, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company. our Directors do not have any other interests in our Company as on the date of this Draft Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

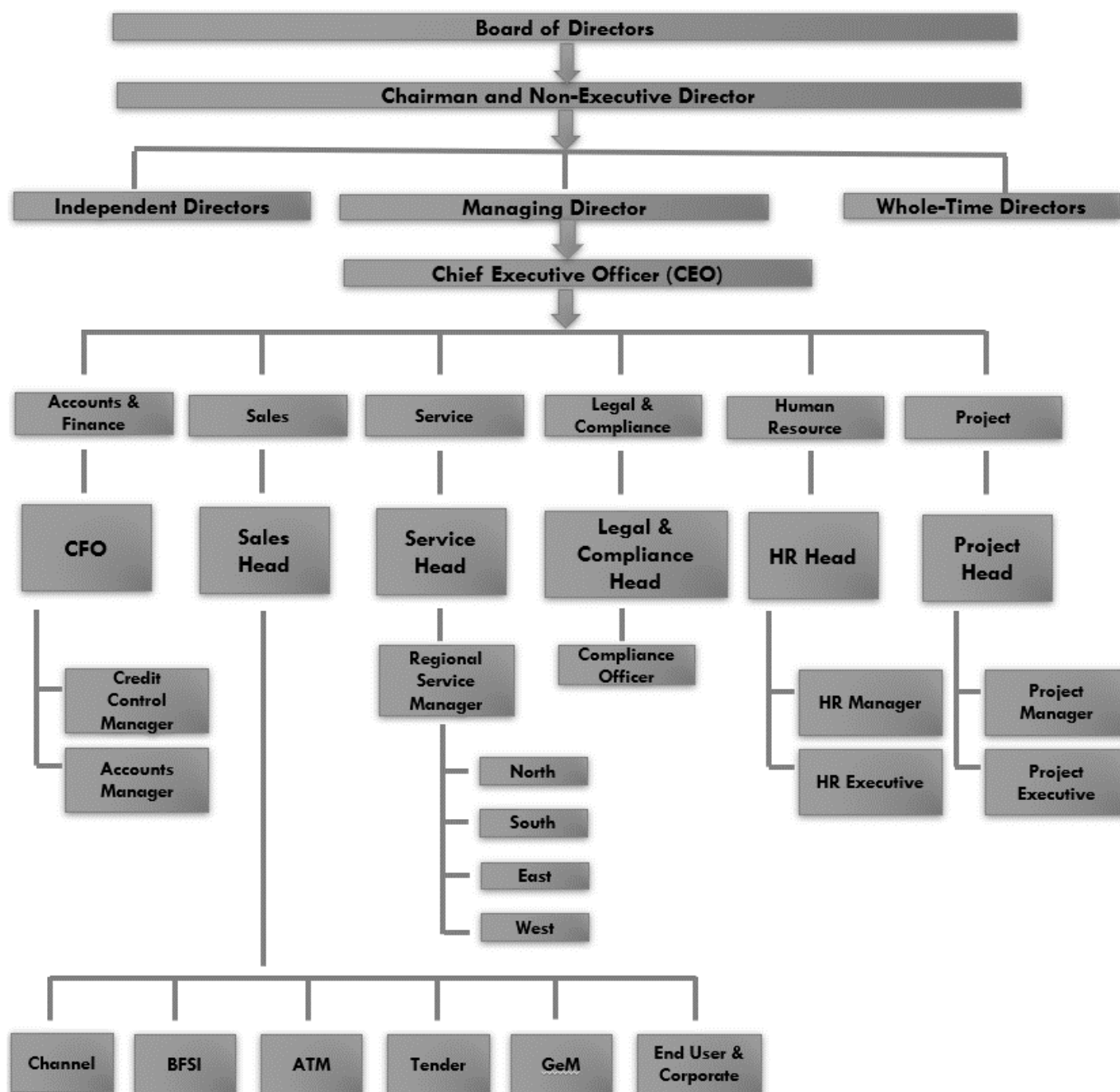
As on the date of the filing of this Draft Prospectus, Our Company does not have any Subsidiary company or Associate company. Hence, our Directors have received remuneration only from our company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Draft Prospectus:

Name	Date of event	Nature of event	Reason
Mr. Ram Agarwal	June 14, 2018	Vacation	Vacation of office U/s.167 of the Companies Act, 2013
Mr. Tapan Ghose	August 08, 2018	Re – appointment	Designated as Managing Director
Mrs. Sonu Ram Agarwal	August 08, 2018	Re – appointment	Designated as Whole-Time Director
Mr. Vikas Shyamsunder Agarwal	August 08, 2018	Re – appointment	Designated as Chairman and Whole-Time Director
Parvati Shyamsunder Agarwal	August 08, 2018	Cessation	Resignation as Director
Mr. Vikas Shyamsunder Agarwal	April 01, 2020	Re – appointment	Designated as Chairman and Non-Executive Director
Raghu Ramesh Thammanna Shastri	April 01, 2020	Re – appointment	Designated as Whole Time Director
CA. Harsh Jodhani	August 14, 2020	Appointment	Appointment as Independent Director
Nehal K Gangar	August 27, 2020	Appointment	Appointment as Independent Director

MANAGEMENT ORGANISATION STRUCTURE



CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including

constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

As on date of this Draft Prospectus, there are Six members on our Board out of which at least one third are independent Directors. Mrs. Sonu Ram Agarwal and Ms. Nehal K Gangar are the woman Directors of our Company.

Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations, the Equity Listing Agreements and the Companies Act, 2013.

The following committees have been constituted in terms of SEBI Listing Regulations and the Companies Act, 2013

- A. Audit Committee.
- B. Stakeholders Relationship Committee.
- C. Nomination and Remuneration Committee.
- D. Corporate Social Responsibility Committee.

A) Audit Committee

Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; vide resolution passed at the meeting of the Board of Directors held on August 31, 2020

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

Name of the Director	Status	Nature of Directorship
Mr. Harsh Jodhani	Chairman	Independent Director
Mrs. Nehal K Gangar	Member	Independent Director
Mr. Vikas Shyamsunder Agarwal	Member	Non-Executive Director

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

The role of the audit committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a) 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;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non – payment of declared dividends) and creditors.
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board.
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors.

Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
 - i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Provided that for the purpose of this resolution, “monitoring agency” shall mean the monitoring agency specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations and any amendment made to it.

Meeting of Audit Committee and relevant Quorum

The audit committee shall meet at least 4 times in a year and not more than 120 days shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are members, present.

B) Stakeholder's Relationship Committee

Our Company has constituted a shareholder / investors grievance committee ("*Stakeholders' Relationship Committee*") to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on August 31, 2020.

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Mr. Harsh Jodhani	Chairman	Independent Director
Mrs. Nehal K Gangar	Member	Independent Director
Mr. Vikas Shyamsunder Agarwal	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

A. Tenure: The Stakeholders' Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders' Relationship Committee as approved by the Board.

B. Meetings: The Stakeholder's Relationship Committee shall meet at least 4 times a year with maximum interval of four months between two meetings and shall report to the Board on quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

C. Role of Stakeholder's Relationship Committee: The Committee shall consider and resolve grievance of security holders, including but not limited to:

- 1) Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- 2) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- 3) Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- 4) Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- 5) Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- 6) Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 7) Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
- 8) Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

C) **Nomination and Remuneration Committee**

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on August 31, 2020. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Mrs. Nehal K Gangar	Chairman	Independent Director
Mr. Harsh Jodhani	Member	Independent Director
Mr. Vikas Shyamsunder Agarwal	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee. The scope and function of the committee and its terms of reference shall include the following:

- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The Committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the Committee or two members whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance.
- C. Role of the Nomination and Remuneration Committee not limited to but includes:**
 - 1) Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMP's and other employees.
 - 2) Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
 - 3) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
 - 4) Devising a policy on diversity of Board of directors
 - 5) Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - 6) Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
 - 7) Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
 - 8) Decide the amount of commission payable to the Whole time Director/Managing Director.
 - 9) Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines, etc.
 - 10) To formulate and administer the Employee Stock Option Scheme.

D) Corporate Social Responsibility Committee

Our Company has reconstituted a Corporate Social Responsibility Committee in accordance section 135 of Companies Act, 2013. The constitution of the Corporate Social Responsibility was approved by a meeting of the Board of Directors held on August 31, 2020. The said committee is comprised as under:

The Corporate Social Responsibility Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Mr. Harsh Jodhani	Chairman	Independent Director
Mrs. Nehal K Gangar	Member	Independent Director
Mrs. Sonu Ram Agarwal	Member	Whole Time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Corporate Social Responsibility Committee. The scope and function of the Committee and its terms of reference shall include the following:

- A. Tenure:** The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Quorum:** The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.
- C. Role of the Corporate Social Responsibility Committee not limited to but includes:**
 - a) To formulate and recommend the board, a CSR policy which shall indicate the activities to be under taken by the company as per the companies Act,2013;
 - b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
 - c) To monitor CSR Policy of the company time to time;
 - d) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading:

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Emerge Platform of National Stock Exchange of India. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on September 07, 2020 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Ms. Payal Jain, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

KEY MANAGERIAL PERSONNEL

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

The details of our Key Managerial Personnel are set out below:

Sonu Ram Agarwal, Whole Time Director and CFO

Sonu Ram Agarwal aged 39 years, is the Promoter and Whole-Time Director of our Company. She has completed masters of Business Administration in an integrated Programme from KS school of Business Management, Gujarat University specialized in Finance. She is the director of the company since inception. She is also our company Chief Financial Officer and look after the accounts, finance and taxation. Also, she looks after nurturing of the most important asset of any growing organization – the man power, has contributed enormously in scripting the upward graph of growth of our Company despite all constraints. She will continue with her current role and responsibilities after the public issue.

Tapan Ghose, Managing Director

Tapan Ghose, aged 65 years, is the Managing Director of our Company. He completed his graduation in the field of commerce from St. Xavier College, Kolkata in the year 1977. He also passed CA Intermediate examination of ICAI in the year 1980. He has experience of over 12 years in our Company in the field of power electronic & automation products and services. He looks after sales and marketing of the company and he is instrumental in expanding the business operations of our company from West to Pan India amid cut throat competition from established giants. Further, he will continue with this current role and responsibilities after the public issue.

Raghu Ramesh Thammannashastri, Whole Time Director

Raghu Ramesh Thammannashastri aged 52 years, is the Whole Time Director of our Company. He Completed his Diploma in electrical engineering from Board of Technical Examination under Department of Technical Education, Govt of Karnataka in the year 1987 and engineering Diploma Course from The Institution of Engineers (India), Kolkata in the year 1991. He joined our company as director in the year 2011. He is the brain & stimulating force behind the research & development that entails our manufacturing process at our Registered Office & Unit at the Electronics Hub- Pune. He is person with infinite aptitude for Quality & Perfection in one's normal demeanor is instrumental in creating an in-house ambience of teamwork amongst the production & service engineers perfected to extract the best in keeping with the halo of trustworthiness that is created over the years around our brand – ProstarM.

Mr. Ram Agarwal, Chief Executive Officer

Ram Agarwal, aged 40 years, is the Promoter and Chief Executive Officer of our company. He completed his graduation the field of commerce from University of Calcutta. He is associated with the company since its inception as its Director. He vacated the office of director of the company under section 167 of the Companies Act, 2013 on 14th June 2018 owing to suspension of DIN (Director identification Number) for a period of 5 years. He was later appointed as CEO of the company on 20th February, 2019. Mr. Ram Agarwal has work experience of 12 years in our company line of business. He looks after overall administration, finance and sales function of the company and interact with the customers of our company. Further, he will continue with this current role and responsibilities after the public issue.

Mrs. Payal Jain, Company Secretary & Compliance Officer

Payal Jain, aged 28 years, is Company Secretary and Compliance Officer of our Company with effect from July 01, 2020. She is a Company Secretary by qualification and an Associate member of Institute of Company Secretaries of India. She looks after the Legal, Secretarial and Compliance Department of the Company.

REALTIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except as stated below, none of the key managerial personnel are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013. All of Key Managerial Personnel are permanent employees of our Company.

Name of Key Managerial Personnel	Name of Key Managerial Personnel	Relationship
Ram Agarwal	Sonu Ram Agarwal	Husband – Wife

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

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

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

Sr. No.	Name of the Key Managerial Person	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1	Mrs. Sonu Ram Agarwal	18,16,724	20.01%	14.68%
2	Mr. Ram Agarwal	27,25,080	30.00%	22.03%
	Grand Total	45,41,804	50.01%	36.71%

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any bonus or profit-sharing plan with any of the Key Managerial Personnel except Mrs. Sonu Ram Agarwal.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation accrued for the year.

LOANS TO KEY MANAGERIAL PERSONNEL

Except as disclosed in the **Note – 12 of the Financial Statements as Restated** on page 229 of this Draft Prospectus our Company has not given any loans and advances to the Key Managerial Personnel.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon and other distributions in respect of such Equity Shares, if any.

Except as disclosed in this Draft Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our company, other than their remuneration and rent – free accommodation

Except as stated in the chapters **“Our Management”** and **“Related Party Transactions”** beginning on pages 162 and 192 respectively of this Draft Prospectus and described herein above, our Key Managerial Personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in the Key Managerial Personnel in the last three years are as follows:

Name of KMP	Date of event	Nature of event	Reason
Mr. Ram Agarwal	June 14, 2018	Cessation	Resignation as Director.
Mr. Tapan Ghose	August 08, 2018	Re – appointment	Designated as Managing Director
Mrs. Sonu Ram Agarwal	August 08, 2018	Re – appointment	Designated as Whole – Time Director
Mr. Ram Agarwal	February 20, 2019	Appointment	Appointed as Chief Executive officer
Mrs. Sonu Ram Agarwal	March 20, 2020	Re – appointment	Appointment as Chief Financial Officer
Mr. Raghu Ramesh Thammanna Shastri	April 01, 2020	Re – appointment	Designated as Whole – Time Director
Ms. Payal Jain	July 01, 2020	Appointment	Appointment as company secretary and compliance officer

ESOP/ESPS SCHEME TO EMPLOYEES

Our company does not have any ESOP/ESPS Scheme for employees as on the date of filing the Draft Prospectus.

PAYMENT OR BENEFIT TO OUR OFFICERS (NON – SALARY RELATED)


Except as disclosed in the heading titled **“Related Party Transactions”** in the section titled **“Financial Statements”** beginning on page 238 of this Draft Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.


OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTERS

The promoters of our Company are Mr. Ram Agarwal and Mrs. Sonu Ram Agarwal. As on the date of this Draft Prospectus, our Promoters hold, in aggregate 45,41,804 Equity Shares representing 50.01 % of the pre-issue paid up Capital of our Company.

Brief profile of our individual Promoter is as under:

	Mrs. Sonu Ram Agarwal, Promoter & Whole-Time Director
	<p>Sonu Ram Agarwal aged 39 years, is the Promoter and Whole-Time Director of our Company. Sonu Ram Agarwal aged 39 years, is the Promoter and Whole-Time Director of our Company. She has completed masters of Business Administration in an integrated Programme from KS school of Business Management, Gujarat University specialized in Finance. She is the director of the company since inception. She is also our company Chief Financial Officer and look after the accounts, finance and taxation. Also, she looks after nurturing of the most important asset of any growing organization – the man power, has contributed enormously in scripting the upward graph of growth of our Company despite all constraints. She will continue with her current role and responsibilities after the public issue.</p> <p>Date of Birth: 07/02/1981 Nationality: Indian PAN: AGAPA9197J Driving License: GJ01/915134/01 Passport No: K5469624 Aadhaar No. [REDACTED] Address: Flat No – 12/103, NRI Complex, Sector – 54, Palm Beach Road, near DPS School, Seawood, Nerul, Navi Mumbai, Thane – 400 706, Maharashtra.</p> <p>Firms and Ventures promoted by Mrs. Sonu Ram Agarwal: EV Swapping Private Limited</p> <p><i>For further details relating to Mrs. Sonu Ram Agarwal, including terms of appointment of Whole-Time Director and other Directorship, please refer to the chapter titled “Our Management” beginning on page no. 162 of this Draft Prospectus.</i></p>

	Mr. Ram Agarwal, Promoter & Chief Executive Officer
	<p>Ram Agarwal aged 40 years, is the Promoter and Chief Executive Officer of our Company. He completed his graduation in the field of commerce from University of Calcutta. He is the director of the company since inception. He vacated the office of director of the company under section 167 read with 164(2) of the Companies Act, 2013 on 14th June 2018 owing to suspension of DIN (Director identification Number) for a period of 5 years. He was later appointed as CEO of the company on 20th February, 2019. Mr. Ram Agarwal has work experience of 12 years in our company line of business. He looks after overall administration, finance and sales function of the company and interact with the customers of our company. Further, he will continue with this current role and responsibilities after the public issue.</p> <p>Date of Birth: 05/05/1980 Nationality: Indian PAN: ADCPA8357R Driving License: NA Passport No: R9288073 Aadhaar No: [REDACTED] Address: Flat No – 12/103, NRI Complex, Sector – 54, Palm Beach Road, Nr. DPS School, Seawood, Nerul, Navi Mumbai, Thane – 400 706, Maharashtra.</p> <p>Firms and Ventures promoted by Mr. Ram Agarwal: NIL</p>

DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter shall be submitted to the Stock Exchange at the time of filing of this Draft Prospectus with it.

CHANGE IN CONTROL OF OUR COMPANY

There has been no change in the promoters and control of our company in the five years immediately preceding the date of this Draft Prospectus.

For further details relating to shareholding kindly refer chapter titled “**Capital Structure**” beginning from page no. 73 of this Draft Prospectus.

INTEREST OF PROMOTERS

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our Promoters in our Company, please refer “**Capital Structure**” on page 73 of this Draft Prospectus.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or

otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter Mrs. Sonu Ram Agarwal is also the Director of our Company and Mr. Ram Agarwal who is Promoter, Chief Executive Officer and Key Managerial Person but not a Director of our company, may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AOA of our Company. For details refer to the chapter titled “**Our Management**”, “**Financial Statements as restated**” and “**Capital Structure**” beginning on pages 162, 194 and 73 respectively of this Draft Prospectus.

INTEREST IN PROPERTY, LAND, CONSTRUCTION OF BUILDING AND SUPPLY OF MACHINERY

Except as disclosed in the chapter titled “**Our Business**” under “**Property**” on page 144, our Promoters / Directors or Group Companies do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY IN LAST TWO YEARS

Except as stated otherwise in the section titled “**Financial Statements as Restated – Note - 27 as “Related Party Transactions**” on page 238 of the Draft Prospectus, there has been no payment or benefits to the Promoters during the two years prior to the filing of this Draft Prospectus nor is there any to pay or give any benefit to our Promoter or Promoter Group.

MATERIAL GUARANTEE

Our Promoters has given personal guarantees, respectively, towards financial facilities availed from Bankers of our Company; therefore, they are interested to the extent of the said guarantees. Further, they have also extended unsecured loans and are therefore, interested to the extent of the said loans. For further information, please refer to the details under the heading “**Our Management – Interest of Directors**” and “**Financial Indebtedness**” on pages 170 and 271 of Draft Prospectus.

Further, none of our Promoters have given material guarantees to the third party(ies) with respect to the specified securities of the Company.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations 2018 is as under:

A. Individuals related to our natural Promoter:

Relationship with Promoter	Ram Agarwal	Sonu Ram Agarwal
Father	Santosh Kumar Agarwal	Shyamsunder Balluram Agarwal
Mother	Sushila Agarwal	Parvati Shyamsunder Agarwal
Spouse	Sonu Ram Agarwal	Ram Agarwal
Daughter	Kirti Ram Agarwal	Kirti Ram Agarwal
Son	Yug Ram Agarwal	Yug Ram Agarwal
Brother	Shyam Agarwal	Vikas Shyamsunder Agarwal
Sister	1. Rashmi Harlalka 2. Sneha Goradia	-
Spouse's Father	Shyamsunder Balluram Agarwal	Santosh Kumar Agarwal
Spouse's Mother	Parvati Shyamsunder Agarwal	Sushila Agarwal
Spouse's Brother	Vikas Shyamsunder Agarwal	Shyam Agarwal
Spouse's Sister	-	1. Rashmi Harlalka 2. Sneha Goradia

B. Companies, firms, proprietorships and HUF's which form part of our Promoter group are as follows:

As per the extent of information available in relation to our Promoter group, there are no companies, firms, proprietorships and HUF's forming part of our Promoters group as on date of Draft Prospectus except mentioned below: -

- Vikas Agrawal HUF.
- Shree Shyam Textiles Mills (Proprietorship Firm of Mr. Shyamsunder Agarwal).
- EV Swapping Private Limited.
- M/s. Kailash & Co.
- M/s. Kamla Traders (Partnership Firm of Mrs. Sushila Agarwal).
- Shree Shyam Steel Casting Private Limited.

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Our Promoters are the part of our Board of Directors as Whole-Time Directors and Chairman cum Non – Executive Director. Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Promoters	Director	Relationship
Ram Agarwal	Sonu Ram Agarwal	Husband – Wife
Ram Agarwal	Vikas Shyam sunder Agarwal	Bother in Law
Sonu Ram Agarwal	Vikas Shyamsunder Agarwal	Sister – Brother

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEAR

None of our Promoters have not disassociated themselves from any entities, firms or companies during the last three years preceding the date of the Draft Prospectus.

LITIGATION INVOLVING OUR PROMOTER

For details of legal and regulatory proceedings involving our Promoters, see “**Outstanding Litigation and Material Developments**” on page 274 of this Draft Prospectus.

CONFIRMATION

None of our Promoters have been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been declared as Willful Defaulters, except one of our promoter Mr. Ram Agarwal who is disqualified under Section 164(2) of Companies Act, 2013 to act a director in any company owing to DIN inactive for a period of 5 years (01.11.2016 to 31.10.2021) due to non-filing of annual statements in some other companies for a continuous period of 2 years.

None of the Promoters, Promoter Group entities, directors or Group Companies have been debarred or prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoters and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets or debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There are no violations of Securities Law committed by our Promoters in past and no proceedings for violation of securities laws are pending against them.

Except as disclosed in “**Related Party Transactions**” on page 192 of this Draft Prospectus, our Promoters are not related to any of the sundry debtors or are not beneficiaries of Loans and Advances given by/to our Company.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018 as amended from time to time, for the purpose of identification of **“Group Companies”**, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board. Pursuant to a resolution dated March 21, 2020, our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature. The following company are identified as a group company of our company:-

➤ EV Swapping Private Limited

Apart from the company specified above, there are no company which are considered material by the Board to be identified as a group company.

FINANCIAL INFORMATION OF GROUP ENTITY

As per Schedule VI Part A(13)(B)(2) of the SEBI (ICDR) Regulations 2018, the financial information of our group companies on the basis of Turnover, are given below:

A. EV Swapping Private Limited

Corporate Information:

EV Swapping Private Limited was incorporated under the provisions of the Companies Act, 2013 vide certificate of Incorporation dated on July 27th, 2020. The registered office of company is situated at H. No. 951, S. No. 32, Bavdhan BK, Mulshi, Pune, Maharashtra, India-411021. The Corporate Identification Number of the company is **U74999PN2020PTC192401**.

Board of Directors:

The Board of Directors as on date of filling the Draft Prospectus is as under:

S. No.	DIN	Name
1.	01920474	Sonu Ram Agarwal
2.	01940262	Vikas Shyamsunder Agarwal

Main Objects:

1. To carry out assembling activities of environment friendly electric two-wheeler that makes use of energy efficient lithium batteries in place of gasoline.
2. To design a unique and an innovative model covering all our services including servicing, maintenance and battery charges of EV two-wheeler.
3. To provide supply and installation service of customized Electric Vehicle charging solutions, hereby forming an infrastructural backbone forum growing EV ecosystem, and providing customers access to our energy-efficient options with ease.
4. To develop a Mobile Application to guide our customers to easily navigate our nearest battery swapping stations and providing them regular alerts.
5. To carry out trading of electric two-wheeler in line with the NITI Aayog's action agenda and policies regarding electrification of two-wheeler industry in India.

6. In accordance with the Indian Government's 'National electric mobility mission', to implement the "Internet of Vehicles plan in India", by setting up new charging stations and battery swapping locations.

Nature and extent of Interest of our promoters and promoter group:

Our promoter and promoter group hold 100% of equity shares of this company

Capital Structure:

Particulars	No. of Equity Shares having a Face value of Rs. 10/- each
Authorized Capital	50,000
Issued, Subscribed and Paid-up Capital	10,000

Shareholding Pattern:

Shareholding pattern of EV Swapping Private Limited as on the date of this Draft Prospectus is as follows:

S. No.	Name of Shareholder	No. of Shares held	% of Shareholding
1.	Ram Agarwal	2,500	25.00%
2.	Sonu Ram Agarwal	2,500	25.00%
3.	Vikas Shyamsunder Agarwal	5,000	50.00%
Total		10,000	100.00%

Audited financial Position:

As on the date of filing the Draft Prospectus, the audited financial statements of the company are not available as the company is incorporated on dated July 27, 2020.

NEGATIVE NET WORTH

As on the date of filing the Draft Prospectus, we do not have any Group company which have a Negative Net worth.

DEFUNCT/ STRUCK- OFF COMPANY

There are two companies which are defunct / strike – off as given below:

A) S K STAMPINGS PRIVATE LIMITED

Corporate Information:

S.K. Stampings Private Limited was incorporated on February 14, 2008 under the provision of Companies Act, 1956 as a Private Limited Company. Its registered office is situated at SR. NO. 321, Patil Nagar, Bavdhan Budruk, Pune – 411021 MH. The Corporate Identification Number is U28910PN2008PTC131425. The company was subsidiary of our company.

Board of Directors:

The Board of Directors as on the date of filing of the Draft Prospectus is as under:

S. No	DIN	Name
1	01739245	Ram Agarwal
2	01863746	Shyam Agarwal
3	01864114	Sanjay Kumar Bassappa Dana

Reasons:

Since Incorporation, the company was not under operation and has also not done any Annual filing, due to this company has been strike -off from the register of companies and dissolved.

Current Status:

The company received a **Notice of Striking Off and Dissolution** [Pursuant to sub – section (5) of section 248 of the Companies Act, 2013 and rule 9 of the Companies (Removal of Names of Companies from the Registrar of Companies), Rules, 2016] **Form no. STK -7** from the Ministry of Corporate Affairs, Office of the Registrar of Companies, Pune (Maharashtra) bearing Public Notice No. ROCP/STK -7/248(5)/2017/PUB/1 dated 11.07.2017 stating the company has been struck off from the register of companies and the said company is dissolved.

Pursuance to this Notice, S K stampings Pvt Ltd was strike off from records of Registrar of Companies w.e.f. 11th July 2017

B) SUPERNOVA BATTERIES PRIVATE LIMITED
Corporate Information:

Supernova Batteries Private Limited was incorporated on November 11, 2014 under the provision of Companies Act, 2013 as a Private Limited Company. Its registered office is situated at H NO. 951, SR. NO. 321, Patil Nagar, Bavdhan Budruk, Mulshi Pune – 411021 MH. The Corporate Identification Number is U31402PN2014PTC153078.

Board of Directors:

The Board of Directors as on the date of filing of the Draft Prospectus is as under:

S. No	DIN	Name
1	01739245	Ram Agarwal
2	01920474	Sonu Shyamsunder Agarwal

Reasons:

Since Incorporation, the company was not under operation and but was regularly doing the Annual filing dated March 31, 2017.

Current Status:

The company had filed an application to registrar of companies through Form STK 2 on dated 26.12.2017 vide SRN G60604204 [Pursuant to sub – section (5) of section 248 of

the Companies Act, 2013 and rule 9 of the Companies (Removal of Names of Companies from the Registrar of Companies), Rules, 2016 for voluntary strike off of the company. Further on 26.02.2018 the company received the certificate from the Office of the Registrar of Companies, Pune (Maharashtra) in Form STK-7 stating that company has been struck off in the records of the register of companies and the said company is dissolved.

Pursuance to this Notice, Supernova Batteries Private Pvt Ltd was strike off from records of Registrar of Companies w.e.f 26th February, 2018

CONFIRMATIONS

Unless otherwise specifically stated in this section, none of the Group Companies (i) are listed on any stock exchange in India or abroad; (ii) have completed any public or rights issue in the preceding three years; (iii) have become a sick company within the meaning of the erstwhile SICA; (iv) are under winding-up; (v) have become defunct; (vi) have made an application to the relevant registrar of companies in India in whose jurisdiction such Group Company is registered in the five years preceding the date of filing this Draft Prospectus with SEBI, for striking off its name; (vii) have received any significant notes from the auditors; or (viii) have any pending litigation which has or a material impact on our Company.

LITIGATION AGAINST GROUP COMPANIES

For details on litigations and disputes pending against the Promoter and Group Companies and defaults made by them, please refer to the chapter titled, ***“Outstanding Litigations and Material Developments”*** on page 274 of this Draft Prospectus.

DISSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any Companies/entities in the last three years.

INTEREST OF OUR PROMOTER AND GROUP COMPANIES

Interest in the promotion of Our Company:

Our group company has no interest in the promotion of our Company.

Interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing of this Draft Prospectus:

Our group company has no interest in the properties acquired by our Company within the two years of the date of filing this Draft Prospectus or proposed to be acquired by our Company.

Interest in transactions for acquisition of land, construction of building and supply of machinery:

Our group company has no interest in our Company in relation to transactions for acquisition of land, construction of building and supply of machinery.

COMMON PURSUITS

Except as otherwise disclosed in this Draft Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company. Our Group Companies do not carry

on business activities, similar to that of our Company, pursuant to the provisions of their respective memorandum of association or charter documents.

RELATED BUSINESS TRANSACTIONS BETWEEN OUR COMPANY & GROUP COMPANIES AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Except as disclosed in “***Related Party Transactions***” on page 192 of this Draft Prospectus, there are no related business transactions of our Company with its Group Companies and significance of the same on the financial performance of our Company.

BUSINESS INTERESTS OF GROUP COMPANIES/ SUBSIDIARIES/ ASSOCIATE COMPANIES IN OUR COMPANY

Other than as disclosed in “***Related Party Transactions***” on page 192 of this Draft Prospectus, none of the group companies/ subsidiaries/ associate companies has any interests in the business of our Company or interest of any other nature as on the date of this Draft Prospectus.

SALES/ PURCHASES BETWEEN OUR COMPANY & GROUP COMPANY

Other than disclosed in the chapter titled “***Related Party Transactions***” on page 192 of this Draft Prospectus, there are no sales/ purchases between company and our group company.

PAYMENT OR BENEFIT TO OUR GROUP COMPANY

Except as stated in chapter titled “***Related Party Transactions***” on page 192 of this Draft Prospectus, there has been no payment of benefits to our group company for the financial years ended on March 31, 2020, 2019 and 2018 nor is any benefit proposed to be paid them.

RELATED PARTY TRANSACTION

For details on related party transactions please refer to **Note 27** of restated financial statement under the section titled, ***“Financial Statements as Restated”*** beginning on page 238 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, a Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of 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 may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the past three financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION VI

FINANCIAL STATEMENT AS RESTATED

Independent Auditor's Report for the Restated Financial Statements of

PROSTARM INFO SYSTEMS LIMITED

Auditor's Report on the Restated Statement of Assets and Liabilities as at March 31, 2020, March 31, 2019 and March 31, 2018, Profit and Loss and Cash Flows for each of the years ended on March 31, 2020, March 31, 2019 and March 31, 2018 of PROSTARM INFO SYSTEMS LIMITED (Collectively, the "Restated Summary Statements")

To,

The Board of Directors,
ProstarM Info Systems Limited
Sr No. 321, Patil Nagar,
Bavdhan Budruk, Pune,
MH 411021 IN

Dear Sirs,

- (1) We have examined the attached Restated Financial Information of **ProstarM Info Systems Limited** (the "Company") which comprise of the Restated Summary Statement of Assets and Liabilities as at 31st March, 2020, 31st March 2019, and 31st March 2018; the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flows for each of the years ended 31st March, 2020, 31st March 2019, and 31st March 2018; the Summary Statement of Significant Accounting Policies, read together with the annexures and notes thereto and Other Restated Financial Information explained in paragraph 8 below, for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed initial public offer (the "IPO") on the Emerge Platform of National Stock Exchange of India Limited ("NSE" for short)
- (2) The Restated Financial Information has been approved by the Board of Directors of the Company and is prepared in terms of the requirements of:
 - (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended ("the Rules"); and
 - (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time.
 - (c) The terms of reference and terms of our engagement agreed upon with the Company to carry out the assignment in connection with the Draft Prospectus / Prospectus being issued by the Company for its proposed IPO of equity shares on the Emerge Platform of NSE; and
 - (d) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by The Institute of Chartered Accountants of India ('ICAI'), ("The Guidance Note").
- (3) The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 12 below. The

Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules and SEBI (ICDR) Regulations.

- (4) The Restated Financial Information has been compiled by the Management from the audited Financial Statements of the Company as at and for the period ended 31st March 2020, 31st March 2019, and 31st March 2018 prepared in accordance with accounting principles generally accepted in India at the relevant time and which have been approved by the Board of Directors in their meetings.

- (5) For the purpose of our examination, we have relied upon the Auditor's Report issued by:
 - a) **BSA & Associates, Chartered Accountants**, Pune, on the financial statements of the Company as on 31st March 2019 and 31st March 2018 and for each of the financial year ended 31st March 2019 and 31st March 2018;
 - b) Us on the financial statements of the Company as on 31st March, 2020 and for the financial year ended on 31st March, 2020.

We have examined books of accounts underlying those audited financial statements and other records of the Company, to the extent considered necessary by us, for the presentation of the Restated Financial Information under the requirements of Schedule III of the Act.

- (6) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of the Rules, the SEBI (ICDR) Regulations and the Guidance Note, we report that:

- (a) The **Restated Summary Statement of Assets and Liabilities** of the Company, as at 31st March 2020, 31st March 2019 and 31st March 2018 examined by us as set out in **Annexure I** to the Restated Financial Information are prepared by the Company and approved by the Board of Directors of the Company. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Restated Summary Statement of Significant Accounting Policies and Other Notes** as set out in **Annexure – IV** to this report;

- (b) The **Restated Summary Statement of Profit and Loss** of the Company, for each of the years ended on 31st March 2020, 31st March 2019, and 31st March 2018 examined by us as set out in **Annexure II** to the Restated Financial Information are prepared by the Company and approved by the Board of Directors of the Company. These Restated **Summary Statement of Profit and Loss**, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Restated Summary Statement of Significant Accounting Policies and Other Notes** as set out in **Annexure – IV** to this report;

- (c) The **Restated Summary Statement of Cash Flows** of the Company, for each of the years ended on 31st March 2020, 31st March 2019, and 31st March 2018 examined by us as set out in **Annexure III** to the Restated Financial Information are prepared by the Company and approved by the Board of Directors of the Company. These Restated **Summary Statement of Cash Flows**, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Restated Summary Statement of Significant Accounting Policies and Other Notes** as set out in **Annexure – IV** to this report;

- (7) Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the report of the statutory auditor as referred above elsewhere in this report, we are of the opinion that:
- the Restated Financial Information has been prepared after incorporating adjustments for the changes in accounting policies and estimates retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods, if any;
 - the Restated Financial Information has been prepared after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate;
 - any extra-ordinary items that need to be disclosed separately, have been disclosed and do not contain any qualification requiring adjustments.
 - Except as disclosed in the Annexure-IV to this report, there are no disqualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended on 31st March 2020, 31st March 2019 and 31st March 2018 which would require adjustments in this Restated Financial Information of the Company;
 - These profits and losses have been arrived after changing all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts.
 - Adjustments in Restated Financial Information have been made with the correct accounting policies which includes the impact of the provision of gratuity made on actuarial valuation basis.
 - There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements except as mentioned above.
- (8) We have also examined the following Other Restated Financial Information of the Company set out in the **notes** prepared by the Management and approved by the Board of Directors for the year ended on 31st March 2020, 31st March 2019, and 31st March 2018 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**"):

a)	Restated Summary Statement of Share Capital	Note – 1
b)	Restated Summary Statement of Reserves & Surpluses	Note – 2
c)	Restated Summary Statement of Long-Term Borrowings	Note – 3
d)	Restated Summary Statement of Principal Terms of Secured Loans and Assets Charged as Security	Note – 3(a)
e)	Restated Summary Statement of Terms & Conditions of Unsecured Loans	Note- 3(b)
f)	Restated Summary Statement of Deferred Tax Assets & Liabilities	Note – 4
g)	Restated Summary Statement of Other Long-term Provisions	Note – 5
h)	Restated Summary Statement of Short-Term Borrowings	Note – 6
i)	Restated Summary Statement of Trade Payables	Note – 7
j)	Restated Summary Statement of Other Current Liabilities	Note – 8
k)	Restated Summary Statement of Short-Term Provisions	Note – 9
l)	Restated Summary Statement of Property, Plant & Equipment	Note – 10
m)	Restated Summary Statement of Non-Current Investments	Note – 11
n)	Restated Summary Statement of Long-term Loans & Advances	Note – 12
o)	Restated Summary Statement of Inventories	Note – 13
p)	Restated Summary Statement of Trade Receivables	Note -14
q)	Restated Summary Statement of Cash & Cash Equivalents	Note – 15
r)	Restated Summary Statement of Short-term Loans & Advances	Note – 16
s)	Restated Summary Statement of Other Current Assets	Note – 17
t)	Restated Summary Statement of Revenue from Operations	Note – 18

u)	Restated Summary Statement of Other Income	Note – 19
v)	Restated Summary Statement of Purchases of Stock-in-Trade	Note – 20
w)	Restated Summary Statement of Changes in Inventories of Finished Goods, Work-in Progress, and Stock-in-Trade	Note – 21
x)	Restated Summary Statement of Employee Benefit Expenses	Note – 22
y)	Restated Summary Statement of Finance Costs	Note – 23
z)	Restated Summary Statement of Depreciation & Amortization Expenses	Note – 24
aa)	Restated Summary Statement of Other Expenses	Note – 25
ab)	Restated Summary Statement of Extraordinary Items	Note – 26
ac)	Restated Summary Statement of Related Party Transactions	Note – 27
ad)	Restated Summary Statement of Contingent Liabilities and Commitments	Note – 28
ae)	Restated Summary Statement of Tax Shelter	Note – 29
af)	Restated Summary Statement of Capitalization	Note – 30

- (9) We, M/s Mansaka Ravi & Associates, Chartered Accountants, have been subjected to the peer review process of The Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the peer review board of ICAI.
- (10) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and SEBI (ICDR) Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
- (11) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the Financial Statements referred to herein.
- (12) We have no responsibility to update our report for events and circumstances occurring after the date of our report on restated financial statement.
- (13) In our opinion, the above financial information contained in Note 1 to Note 30 of this report read with the respective Restated Significant Accounting Policies and Notes to Accounts 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 and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

(14) Our report is intended solely for use of the Management for inclusion in the offer document to be filed with the Stock Exchange where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Mansaka Ravi & Associates
Chartered Accountants
FRN: 015023C

SD/-
CA Ravi Mansaka
Partner
M.N. 410816
UDIN:20410816AAAABF4966

Date: 16.09.2020
Place: Jaipur

ANNEXURE – I
RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ In Lakhs)

Particulars	NOTE	For the Year ended		
		31/03/2020	31/03/2019	31/03/2018
I. EQUITY AND LIABILITIES				
Shareholder's Funds				
Share Capital	1	227.09	227.09	227.09
Reserves and Surplus (excluding Revaluation Reserves, if any)	2	2004.34	1460.42	1148.13
Money received against share warrants		0.00	0.00	0.00
Share Application Money Pending Allotment		0.00	0.00	0.00
Non-Current Liabilities				
Long-term Borrowings	3	48.10	91.09	104.55
Deferred tax liabilities (Net)	4	0.00	0.00	0.00
Other Long-Term Liabilities		0.00	0.00	0.00
Long-term Provisions	5	60.14	37.13	29.18
Current Liabilities				
Short-term Borrowings	6	0.00	0.00	90.68
Trade Payables				
(a) total outstanding dues of micro enterprises and small enterprises; and	7	0.00	0.00	0.00
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.		5150.04	2780.96	2885.21
Other Current Liabilities	8	186.30	125.97	110.42
Short-term Provisions	9	143.32	64.62	36.44
Total		7819.32	4787.28	4631.70
II. ASSETS				
Non-Current Assets				
Fixed assets				
(i) Tangible Assets	10	113.24	134.79	166.38
(ii) Intangible Assets		0.00	0.00	0.00
(iii) Capital Work-In-Progress		0.00	0.00	0.00
Non-Current Investments	11	331.43	319.35	319.35
Deferred Tax Assets (Net)	4	17.91	10.17	9.43
Long-term Loans and Advances	12	161.00	373.09	215.23
Other Non-Current Assets		0.00	0.00	0.00
Current Assets				
Current Investments		0.00	0.00	0.00
Inventories	13	757.61	135.70	264.24
Trade Receivables	14	5281.42	2864.02	2418.19
Cash and Cash Equivalents	15	637.35	479.40	568.65
Short-term Loans and Advances	16	255.33	175.08	429.76
Other Current Assets	17	264.03	295.68	240.47
Total		7819.32	4787.28	4631.70

Note: - The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexures IV, II and III.

ANNEXURE – II
RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ In Lakhs)

	Particulars	Note No.	For the Year ended		
			31/03/2020	31/03/2019	31/03/2018
I	Revenue from Operations	18	10927.29	6396.90	4820.75
II	Other Incomes	19	38.04	83.05	21.13
III	Total Income (I+II)		10965.32	6479.95	4841.88
IV	Expenses:				
	(a) Purchase of Stock-in-Trade	20	9190.13	4593.34	3262.08
	(b) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	-621.91	128.54	-167.85
	(c) Employee Benefit Expenses	22	714.07	504.25	450.65
	(d) Finance Costs	23	21.34	57.30	67.04
	(e) Depreciation and Amortization Exp.	24	30.89	36.12	19.64
	(f) Other Expenses	25	886.39	708.86	610.68
	Total Expenses (IV)		10220.91	6028.43	4242.26
V	Profit/(loss) before exceptional/extraordinary items and tax (I-IV)		744.42	451.53	599.62
VI	Extraordinary Items	26	-39.54	0.00	130.62
VII	Profit/(loss) before tax (V-VI)		783.96	451.53	469.00
VIII	Tax Expense				
	Current Tax		238.60	135.52	91.00
	Deferred Tax Liability / (Asset)		-7.73	-0.74	-6.18
	Interest on Income-tax		9.16	4.47	0.87
	Income Tax Earlier Year		0.00	0.00	0.00
IX	Restated profit/(loss) after tax for the period from continuing operations (VII-VIII)		543.92	312.28	383.31
X	Profit/ (Loss) from Discontinuing operation		0.00	0.00	0.00
XI	Tax expenses of discontinuing operations		0.00	0.00	0.00
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		0.00	0.00	0.00
XIII	Restated Profit/(Loss) for the Period		543.92	312.28	383.31

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexures IV, I and III.

ANNEXURE – III
RESTATED SUMMARY STATEMENT OF CASH FLOWS

(₹ In Lakhs)

Particulars	For the Year ended		
	31/03/2020	31/03/2019	31/03/2018
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	783.96	451.53	469.00
<i>Adjustment for:</i>			
Less: Interest on Fixed Deposit	-26.71	-12.21	-7.17
Less: Loss on Sale of Fixed Assets	0.00	-1.01	0.00
Add: Depreciation	30.89	36.12	19.64
Add: Provision of Gratuity	25.12	8.08	18.67
Add: Interest on Borrowed Fund & Finance Charges	21.34	57.30	67.04
Operating profit before working capital changes	834.60	539.81	567.18
<i>Adjustment for:</i>			
(Increase)/Decrease in Inventories	-621.91	128.54	-167.85
(Increase)/Decrease in Trade Receivables	-2417.41	-445.83	1134.05
(Increase)/Decrease in Short Term loans and advances	-80.25	254.69	-424.38
(Increase)/Decrease in Long Term loans and advances	212.09	-157.86	-62.11
(Increase)/Decrease in Other Current Assets	31.65	-50.21	-121.66
Increase/(Decrease) in Trade Payables	2369.08	-104.25	589.17
Increase/(Decrease) in Short Term Borrowings	0.00	-90.68	-1234.54
Increase/(Decrease) in Other Current Liabilities	60.33	15.54	74.04
Increase/(Decrease) in Short Term Provisions	3.00	0.00	0.00
	-443.42	-455.06	-213.27
Cash generated from / (used in) operations	391.18	84.75	353.91
Income Tax Paid/(refund)	174.18	111.93	68.16
Net cash generated from/(used in) operating activities - (A)	217.00	-27.18	285.74
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	-9.35	-5.86	-117.19
(Increase)/Decrease in Non-current Investments	-12.08	0.00	1.00
Proceeds from Sale of Fixed Assets	0.00	2.34	0.00
(Increase)/Decrease in Bank Deposits	-151.92	-165.98	-12.82
Interest Income on Fixed Deposit	26.71	12.21	7.17
Net cash (used in) Investing Activities - (B)	-146.64	-157.29	-121.83
CASH FLOW FROM FINANCING ACTIVITIES			
Increase/(Decrease) in Long Term Borrowings	-42.99	-13.46	21.49
Interest & Finance Charges	-21.34	-57.30	-67.04
Net cash (used in) / from financing activities - (C)	-64.33	-70.76	-45.55
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	6.03	-255.23	118.37

Cash and cash equivalents at the beginning of the year	206.55	461.78	343.41
Cash and cash equivalents at the end of the year	212.58	206.55	461.78
Cash and cash equivalents at the end of year comprises:			
1. Components of cash and cash equivalents:			
Cash on hand	1.24	1.02	4.83
Balances with scheduled banks in current accounts	211.35	205.53	456.95
Total Cash and cash equivalents	212.58	206.55	461.78

Notes: -

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

2. Negative figures represent outflow.

3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses as appearing in Annexures IV, I and II.

Annexure – IV

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1 Background

ProstarM Info Systems Limited (erstwhile Prostar Micronova Power Systems Pvt Ltd), (hereinafter referred to as “Company”) conceptualized and promoted by a group of entrepreneurs having varied experience in the field of Power Electronics, got incorporated on 11th January 2008 with the primary objective to provide energy efficient & clean power solutions to critical loads like ATMs & Microprocessor Based Systems/ Office Automation Equipment installed in banks & other financial institutions, corporate, academic institutes, hospitals/diagnostic centers, hospitality segment, railways & other PSUs.

ProstarM, over the span of 12 glorious years, have graduated into a multifaceted entity specializing in providing solutions & services related to Power & Total Implementation/Infrastructure Solutions (TIS) in addition to the supply of flagship products like Uninterrupted Power Supply (UPS) Systems, Solar PV Power Plants, Batteries, Servo Controlled Voltage Stabilizers & other related power conditioning equipment.

2 Significant Accounting Policies:

2.1 Basis of Preparation

The Restated Summary Statement of Assets and Liabilities of the Company in **Annexure I** as at 31st March 2020, 31st March 2019 and 31st March 2018 and the Restated Summary Statement of Profit and Loss in **Annexure II** and the Restated Summary Statement of Cash Flows in **Annexure III** for the years ended 31st March 2020, 31st March 2019 and 31st March 2018 along with Notes-1 to 30 (collectively referred to as the “**Restated Summary Financial Information**”) have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Registrar of Companies (“ROC”) and relevant stock exchange/s, as may be required in connection with the proposed Initial Public Offering (“IPO”).

The Restated Summary Financial Information have been extracted by the management from audited financial statements of the Company for respective period/years (“Financial Statements”), after applying necessary adjustments. The Financial Statements comprise of the Statement of Assets & Liabilities as at year end, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

The Financial Statements were prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India (“Indian GAAP”) and notified Sections, Schedules and Rules of the Companies Act, 2013 (“the Act”), including the Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable.

The accounting policies have been consistently applied by the Company to the years presented in the Restated Summary Financial Information. The Restated Summary Financial Information of the Company have been prepared to comply in all material respects with the requirements of Chapter III to the Act and the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Appropriate re-classifications/ adjustments have been made in the Restated Summary Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The Restated Summary Financial Information are presented in Indian rupees (in lakhs), unless otherwise stated. These Restated Summary Financial Information were reviewed by the Audit Committee on 15th September, 2020 and subsequently approved by the Board of Directors of the Company on 16th September, 2020.

2.2 System of Accounting & Use of Estimates

The Company follows the mercantile system of accounting by following accrual concept in the preparation of accounts. The preparation of the financial statements requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures related to contingent liabilities as at the date of the financial statements and the reported amount of income and expenses during the reporting period. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

2.3 Current and Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realised in or is intended for sale or consumption in the Company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realised within 12 months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. it is expected to be settled in the Company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is due to be settled within 12 months after the reporting date; or
- d. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company considers its operating cycle to be within one year.

2.4 Valuation of Inventory

Inventories are valued at lower of cost or net realizable value thereof Cost of these inventories is determined on FIFO Basis.

2.5 Cash Flow Statement

Cash flows are reported using the indirect method as prescribed in Accounting Standard 3 'Cash Flow Statement', whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expense associated with investing or financial cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short-term investment with an original maturity of three months or less.

2.6 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The Company capitalizes all cost relating to acquisition (except input taxes) and any attributable cost of bringing the asset to its working condition for its intended use and other installation cost.

Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

2.7 Depreciation

Depreciation on fixed assets is calculated at the rates specified in Schedule II of the Companies Act, 2013 as per Written Down Value Method unless otherwise mentioned, pro-rata to the period of use of the assets and is based on useful life of fixed assets specified in the said Schedule.

2.8 Revenue Recognition

Company generally follows mercantile system of accounting and recognizes significant items of income & expenditure on accrual basis. The revenues have been duly recognized in accordance with the provisions of Accounting Standard – 9 “Revenue Recognition”. However, some of expenditures are accounted for on the receipt of bill or invoice of the same which are not material.

2.9 Employee Retirement Benefits

a. Gratuity

The Company provides for Gratuity, a defined benefit retirement plan ('The Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet Date using the projected unit credit method. The Company recognizes the net obligation of the Gratuity Plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS-15) 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise.

- b. All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related services.
- c. Contributions to Provident Fund / Employee State Insurance are made at pre-determined rates and are charged to Statement of Profit and Loss in the year in which they become due.
- d. There are no other obligations other than the contribution payable to the respective trusts.

2.10 Borrowings Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

2.11 Foreign Exchange Transactions

Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss for the year.

2.12 Investments

Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.13 Segment Information

The Company is engaged in the business of providing effective power solutions, such as batteries and UPS and also engaged in providing equipment's for solar power solutions. The both operations are governed by the different set of risk and returns, however, as the Solar Power Segment is new segment for the company and company has not much operated under this segment and accordingly, it is not fulfilling the required conditions for reportable segment as per Accounting Standard – 17 “Segment Reporting” and hence whole power solutions has been considered as representing a single primary segment. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standard 17 on Segmental Reporting issued by The Institute of Chartered Accountants of India.

The Company provides services within India and does not have any operations in economic environments with different risk and returns hence it is considered that the Company is operating in a single geographical segment.

2.14 Earnings Per Share

Earnings per share is calculated by dividing net profit for the year attributable to equity shareholders by weighted average number of equity share outstanding during the year as per AS – 20 issued by The Institute of Chartered Accountants of India.

2.15 Income Tax

- a) Provision is made both for current and deferred taxes. Provision for current income tax is made on the current tax rates based on assessable income in accordance with the Indian Income – tax Act, 1961.
- b) Deferred Income Tax is provided on all temporary difference, at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.
- c) Deferred tax assets and liabilities are measured using the tax rates and tax laws that been enacted or substantially enacted at the balance sheet date.
- d) Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- e) Further, if the company has carry forward of unabsorbed depreciation and tax losses, entire deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that entire deferred tax assets can be realized against future taxable profits.

2.16 Impairment of Assets

- a) If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of future cash flows.

- b) Impairment of losses, if any on fixed assets are recognized and charged to profit & loss account, in accordance with Accounting Standard 28 "Impairment of Assets" issued by The Institute of Chartered Accountants of India.

2.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but disclosed in the notes.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognize assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognized in the Financial Statements of the period in which the change occurs.

2.18 Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

3 Changes in Accounting Policies in the periods/years covered in the Restated Financials

There is no change in significant accounting policies adopted by the Company. However, the Company has not been following the provisions of Accounting Standard – 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India for provision for Gratuity and accordingly, the provision of gratuity has not been accounted for by the management in books of account for the year ended on 31st March, 2019 and before thereof.

In restated financials statements, the Company has complied with the provisions of Accounting Standard – 15 "Employee Benefits".

4 Notes on the Restated Financials

- a) The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- b) The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

c) Employee benefits (Accounting Standard – 15 “Employee Benefits”)

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary in restated financials. The disclosures as envisaged under the standard are as under:-

Disclosure in respect of Gratuity:

Method:

Company have used the Projected Unit Credit (PUC) actuarial method to assess the Plans liabilities, including those related to death-in-service and incapacity benefits. Under the PUC method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the Plan. The projected accrued benefit is based on the Plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to leave active service. The Plan Liability is actuarial present value of the projected accrued benefits as on date of valuation.

Table showing changes in Present Value of Obligations

Period	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Present Value of Obligation at the beginning of the period	42.16	34.08	15.41
Interest Cost	2.87	2.62	1.19
Current Service Cost	12.26	7.21	6.20
Benefits paid (if any)			
Actuarial (gain)/ loss	10.00	-1.76	11.28
Present Value of Obligation at the end of the period	67.28	42.16	34.08

Key Results (The amount to be recognized in the Balance Sheet)

Period	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018
Present Value of Obligation	67.28	42.16	34.08
Fair Value of plan assets at end of period	0.00	0.00	0.00
Net liability/(asset) recognized in Balance Sheet and related analysis	67.28	42.16	34.08
Funded Status	-67.28	-42.16	-34.08

Expense recognized in the statement of Profit and Loss:

Period	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Cost	2.87	2.62	1.19
Current Service Cost	12.26	7.21	6.20
Expected return on Plan Asset			
Net actuarial (gain)/ loss recognized in the period	10.00	-1.76	11.28
Expenses to be recognized in the statement of profit and loss accounts	25.12	8.08	18.67

Experience Adjustment:

Period	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Experience Adjustment (Gain) / Loss for Plan Liabilities	2.59	-1.76	11.28
Actuarial (Gain) Losses due to change in financial assumptions	7.40		
Experience Adjustment Gain / (Loss) for Plan Assets	0.00	0.00	0.00

Summary of Membership data at the date of valuation and statistics based thereon:

Period	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018
Number of Employees	277	203	190
Total monthly salary (Rs. In Lakhs)	28.27	16.72	15.07
Average Salary (Rs. In Lakhs)	0.10	0.08	0.08
Average Past Service (Years)	3.42	3.93	3.54
Average Age (Years)	32.73	32.59	32.34

The assumptions employed for the calculations are tabulated

Discount rate	6.80% p.a.	7.70% p.a.	7.70% p.a.
Salary Growth Rate	6% p.a.	6% p.a.	6% p.a.
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Attrition Rate	5% to 1%	5% to 1%	5% to 1%
Normal Retirement Age	60 Years	60 Years	60 Years

Current Liability

Period	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018
Current Liability (Short term) *	7.14	5.02	4.90
Non-Current Liability (Long Term)	60.14	37.13	29.18
Total Liability	67.28	42.16	34.08

* Current Liability: It is probable outlay in next 12 months as required by the Companies Act.

d) Segment Reporting (AS 17)

The Company is required to disclose the information required by Accounting Standard-17. No separate segments have, however, been reported as the company does not have more than one business Segment within the meaning of Accounting Standard - 17, which differ from each other in risk and reward.

e) Provisions, Contingent Liabilities and Contingent Assets (AS 29)

There are no Contingent liabilities and commitments (to the extent not provided for). as on March 31, 2020 except as mentioned in Note - 28, for any of the years covered by the statements.

f) Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note - 27 of the enclosed financial statements.

g) Accounting for Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under:

(Rs. In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Deferred Tax Liability			
Net WDV as Per Companies Act	113.24	134.79	166.38
Net WDV As per Income Tax Act	116.21	129.20	166.52
Timing Difference Due to Depreciation	-2.97	5.59	-0.14
Deferred Tax Liability (A)	-0.75	1.56	-0.04
Incremental Due to Depreciation	-2.30	1.59	-1.89
Gratuity Provisions Accumulated	67.28	42.16	34.08
Expenditure Disallowed u/s 43B	0.90	0.00	0.00
Deferred Tax Assets (B)	17.16	11.73	9.39
Incremental Due to Gratuity Provisions	5.43	2.34	4.29
Cumulative Balance of Deferred Tax Liability/(Deferred Tax Assets) (A-B)	-17.91	-10.17	-9.43
Opening Deferred Tax Liability	-10.17	-9.43	-3.24
Debited/(Credit) to Restated Statement of Profit and Loss Account	-7.73	-0.74	-6.18

h) Earnings Per Share (AS 20):

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding at the end of the year and Diluted Shares at the end of the year.

i) Realizations:

In the opinion of the Board of the Directors of the Company and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

j) Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

k) Amounts in the Restated Financial Statements

Amounts in the restated financial statements are rounded off to nearest Rupees in lakhs. Figures in brackets indicate negative values.

l) Material adjustments [as per SEBI (ICDR) Regulations, 2018]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Companies Act 2013 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

Statement of adjustments in the Restated Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & loss of the company.

(Rs. In Lakhs)			
Particulars	31/01/2020	31/03/2019	31/03/2018
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	692.21	333.48	243.77
Decrease/(Increase) in Depreciation as per Companies Act	0.00	-0.23	0.13
Decrease/(Increase) in Profit/(Loss) on Sale of Fixed Assets	0.00	0.01	0.00
Decrease/(Increase) in Deferred Tax	-8.09	2.12	8.83

Decrease/(Increase) in Expenses due to Gratuity Provisions	0.00	-8.08	-18.67
Decrease/(Increase) in Provision of income tax	5.95	3.21	4.42
Decrease/(Increase) in Interest on Income-tax	-9.16	-4.42	-0.87
Decrease/(Increase) in Rental Income due to Unbilled Adjustment	0.00	0.50	0.00
Decrease/(Increase) in Other Employee Benefits (EPF/ESI)	0.00	-3.00	0.00
Decrease/(Increase) in Other Indirect Expenses	0.00	0.85	0.00
Increase/(Decrease) in revenues due to unbilled income adjustment	-104.97	-17.15	116.19
Decrease/(Increase) in Professional Expenses due to capitalization	-5.00	5.00	0.00
Decrease/(Increase) in Extraordinary/Exceptional Items	-27.00	0.00	29.50
Net Increase/ (Decrease)	-148.28	-21.20	139.54
Profits after Tax as per Restated Accounts	543.92	312.28	383.31

Notes to Statement of Adjustments

i. Adjustment on account of provision for Gratuity:

The Company did not provide gratuity based on the requirement of AS -15 (Revised) for the financials years ending on or before 31st March, 2019, therefore during the restatement, provision for gratuity have been done as per the actuarial valuation and accordingly short/excess provisions in respective year/period were adjusted to comply with the requirement of AS-15 (Revised).

ii. Accounting of Depreciation

During the process of restatement of Accounts, Company has rectified the Depreciation provision which was erroneous on account of arithmetical errors and incorrect rate of depreciation adopted, and non-compliance with the requirement of schedule II of the Companies Act, 2013 w.e.f. 1.4.2014 onwards. Further, the same has also impact on profit and loss on sale of fixed asset items during the restatement period. The same has been rectified and accordingly effect thereof has been stated in Table 1 (**Statement of Profit and Loss after Tax**).

iii. Adjustment on account of Provision of Deferred Tax:

Due to changes in Depreciation and Provision for Gratuity, Disallowances, etc, the Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year/period. The same has been rectified and accordingly effect thereof has been stated in Table 1 (**Statement of Profit and Loss after Tax**).

iv. Provision of Interest Expenses and other adjustments

During the period of restatement, the Company has identified that it was not making provisions in respect of interest expenses as per repayment schedules of the respective loan. The interest was accounted for as and when it was paid only. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

v. Provision for Income-tax and Interest thereon

During the period of restatement, the Company has identified certain changes in provision of income-tax on account of wrong adjustments/accounting made in audited financial statements. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

vi. Adjustment of Goods & Service Tax Transitional Credit

During the period of restatement, the Company has identified an accounting error on account of non-transfer of Goods & Transitional Credit of Rs. 29.50 Lakh to the profit and loss account in the financial year 2017-18 and the same has been credited to profit and loss account in financial year 2019-20. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

vii. Provision of outstanding statutory liabilities

During the period of restatement, the Company has identified some non-provision of some outstanding statutory liabilities in earlier periods. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

viii. Adjustment of Unbilled Revenue Accounting

During the period of restatement, the Company has identified some unbilled revenue on account of AMC and Rental Services which have not been accounted for in audited financial statements of earlier period. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

NOTE-1
RESTATED SUMMARY STATEMENT OF SHARE CAPITAL

(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
(a) Number and Amount of Authorized Share Capital			
Number of Equity Share of Rs. 10/- each	1,40,00,000	1,40,00,000	50,00,000
Total Authorized Equity Capital	1400.00	1400.00	500.00
Number of Preference Share of Rs. 10/- each	-	-	-
Total Authorized Preference Capital	-	-	-
Total Authorized Share Capital	1400.00	1400.00	500.00
(b) Issued, Subscribed & Paid-up Capital			
Number of Equity Share of Rs. 10/- each	22,70,900	22,70,900	22,70,900
Total Paid-up Equity Share Capital	227.09	227.09	227.09
Number of Preference Share of Rs. 10/- each	-	-	-
Total Paid-up Preference Share Capital	-	-	-
Total	227.09	227.09	227.09
(c) Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period			
Opening number of equity shares outstanding	22,70,900	22,70,900	22,70,900
Add: Equity Shares issued during the year	0.00	0.00	0.00
Add: Shares increased due to division of shares	0.00	0.00	0.00
Add: Bonus Shares issued during the year	0.00	0.00	0.00
Closing Number of Equity Shares Outstanding	22,70,900	22,70,900	22,70,900
(d) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital			
(i) The company has one class of equity shares having a par value of ₹ 10/- per share. All equity shares, in present and in future, rank pari passu with the existing equity shares of the company and each shareholder is entitled to one vote per share.			

(ii) All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings.						
(iii) The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting.						
(iv) In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.						
(e) Shareholders holding more than 5% of shares of the Company						
Name of Shareholder	31/03/2020	%	31/03/2019	%	31/03/2018	%
Mr. Ram Agarwal	14,66,800	64.59	14,66,800	64.59	14,66,800	64.59
Mrs. Parvati Shyamsunder Agarwal	2,91,000	12.81	2,91,000	12.81	2,91,000	12.81
Mr. Vikas Shyamsunder Agarwal	4,61,600	20.33	4,61,600	20.33	4,61,600	20.33
(f) As the company is not a subsidiary of any Company, its shares are not held by any holding or ultimate holding company.						
(g) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.						
(h) There are no shares which were allotted pursuant to contracts without payment being received in cash.						
(i) During the reporting period, the Company has not allotted any shares as bonus shares.						
(j) There are no securities which are convertible into equity/preference shares.						
(k) There are no calls which are unpaid.						
Notes: -						
1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						

NOTE-2
RESTATED SUMMARY STATEMENT OF RESERVES & SURPLUS

(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Retained Earnings			
Balances at the beginning of the reporting period	1460.42	1148.13	764.82
Add: Restated Profit/(Loss) for the Year	543.92	312.28	383.31
Less: Capitalisation of Reserves for issue of bonus shares	0.00	0.00	0.00
Balance at the end of the reporting period	2004.34	1460.42	1148.13
Total of Reserves & Surpluses.	2004.34	1460.42	1148.13

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. Company is does not having any Revaluation Reserve or Securities Premium Reserve.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE - 3
RESTATED SUMMARY STATEMENT OF LONG-TERM BORROWINGS

(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Secured Loans			
(a) Bonds or debentures	0.00	0.00	0.00
(b) Term Loans	0.00	0.00	0.00
(i) from Banks	8.10	16.29	24.35
(ii) from other parties	0.00	0.00	0.00
(c) Deferred payment liabilities	0.00	0.00	0.00
(d) Deposits	0.00	0.00	0.00
(e) Loans and advances from Related Parties	0.00	0.00	0.00
(f) Long term maturities of finance lease obligations	0.00	0.00	0.00
(g) Other Loans and advances	0.00	0.00	0.00
Unsecured Loans			
(a) Term Loans	0.00	0.00	0.00
(b) Other Loans (Related Parties)	0.00	0.00	0.00
From Banks			
From Financial Institutions	0.00	0.00	0.00
From Related Parties	40.00	74.80	80.20
Total	48.10	91.09	104.55

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The terms and conditions and other information in respect of Secured Loans as on 31.03.2020 are given in Annexure -3(A) & 3(B)

NOTE - 3(A)
RESTATED SUMMARY STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY
(A) Fund Based Limits
(₹ In Lakhs)

Lender Name	Purpose	Loan / Agreement A/c No.	Sanctioned Amount (In Lacs)	Rate of interest	Primary Security	Collateral/Other Security	Re-Payment Schedule	Outstanding amount as on 31.03.2020 as per Restated Accounts	Outstanding amount as on 31.03.2019 as per Restated Accounts
ICICI Bank Limited	Vehicle Loan	LAABD00036819492	12.50	8.35%	Motor Vehicle	Motor Vehicle	EMI	7.47	9.81
ICICI Bank Limited	Vehicle Loan	LADEL00036756337	16.92	8.50%	Motor Vehicle	Motor Vehicle	EMI	7.69	11.85
Kotak Mahindra Prime Limited	Vehicle Loan	CF-12242661	6.95	9.60%	Motor Vehicle	Motor Vehicle	EMI	1.13	2.69
Bandhan Bank Limited	Cash Credit	168190000001081	200.00	12.00%	First & Exclusive Charge on Current Assets (Current & Future) - Hypothecation	As per Note-2	On Demand	0*** (Note-1)	NA
Yes Bank	Overdraft		10.00	2% over and above Bank's FDR Rate	Secured by Fixed Deposits 110% in the name of borrower /director under the bank lien	Secured by Fixed Deposits 110% in the name of borrower /director under the bank lien	On Demand	0*** (Note-1)	NA
								16.29	24.35

(B) Non-Fund Based Limits

(₹ In Lakhs)

Name of Lender	Nature of Limit	Sanctioned Limited	Primary Security	Collateral/Other Security	Used Limit as on 31.03.2020	Used Limit as on 31.03.2019
Bandhan Bank	Bank Guarantees	800.00	First & Exclusive Charge on Current Assets (Current & Future) - Hypothecation	As per Note-2	597.94	0.00
Yes Bank	Bank Guarantees	490.00	Secured by Fixed Deposits 110% in the name of borrower /director under the bank lien	Secured by Fixed Deposits 110% in the name of borrower /director under the bank lien	205.01	154.74
HDFC Bank	Bank Guarantees	0.14	Secured by Fixed Deposits 100% in the name of borrower /director under the bank lien	Secured by Fixed Deposits 100% in the name of borrower /director under the bank lien	0.14	0.00
Axis Bank	Bank Guarantees	0.58	Secured by Fixed Deposits 100% in the name of borrower /director under the bank lien	Secured by Fixed Deposits 100% in the name of borrower /director under the bank lien	0.58	347.23
Total					803.67	501.97

Notes:

- 1.** Cash Credit from Bandhan Bank Limited and Overdraft from Yes Bank have debit/zero balances on the latest reporting period, therefore, in the above statement it is shown as zero.
2. Collateral Securities against Cash Credit from Bandhan Bank Limited are as under:
 - A) Exclusive charge on entire movable fixed assets of the Company (Current & Future)
 - B) Exclusive charge by way of equitable mortgage of following properties:
 - a) Flat No. 5, Building 2B, Aditya Garden City, Phase-I, Warje, Pune -411058 admeasuring 915 Sqft Built-up standing in the name of Mr. Ram Agarwal, CEO
 - b) Flat No. 4B, 4th Floor, Manicktala, Main Road, Kolkata - 700054 admeasuring 2080 Sqft standing in the name of Mr. Santosh Kumar Agarwal and Mrs. Sushila Agarwal
 - d) Exclusive charge on entire movable fixed assets of the Company, both present and future.
 - e) FDR of Rs. 20 Lakhs duly lien marked.
- (C) above loans have been guaranteed by Mr. Ram Agarwal, Mr. Vikas Shyamsunder Agarwal, Mr. Santosh Kumar Agarwal & Mrs. Sushila Agarwal
- 4.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
5. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE- 3(B)
RESTATED SUMMARY STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Group Companies and others:

Unsecured Loans from Directors/Promoters/Group Companies and other Companies are repayable on demand and as per rate of interest as mentioned below: -

(₹ In Lakhs)

Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Re-Payment Terms	As on 31.03.2020	As on 31.03.2019	As on 31.03.2018
(A) From Related parties							
From Directors							
Mrs. Sonu Ram Agarwal	Business	NA	NA	On Demand	0.00	34.80	34.80
From Relatives of Directors							
Mr. Shyam Sunder Agarwal	Business	NA	NA	On Demand	40.00	40.00	40.00
Mr. Ramesh Raghu Shastri	Business	NA	NA	On Demand	0.00	0.00	5.40
Total (A)					40.00	74.80	80.20
(B) Loan From Others							
NIL							
Total (B)					0.00	0.00	0.00
Grand Total (A+B)					40.00	74.80	80.20

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE - 4

RESTATED SUMMARY STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES (₹ In Lakhs)

Particulars	For the Year Ended		
	31/03/2020	31/03/2019	31/03/2018
Opening Balance (A)			
Opening Balance of Deferred Tax (Asset) / Liability	-10.17	-9.43	-3.24
Current Year Provision (B)			
(DTA) / DTL on Depreciation	-2.30	1.59	-1.89
(DTA) / DTL on Provision for Gratuity/Carry Forward Losses	-5.43	-2.34	-4.29
Closing Balance of Deferred Tax (Asset) / Liability (A+B)	-17.91	-10.17	-9.43

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, II and III.

NOTE-5

RESTATED SUMMARY STATEMENT OF OTHER LONG-TERM PROVISIONS (₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Provision for Employee Benefits			
Provision for Gratuity Benefits	60.14	37.13	29.18
Total	60.14	37.13	29.18

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-6
RESTATED SUMMARY STATEMENT OF SHORT-TERM BORROWINGS
(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Secured			
(a) Loans Repayable on Demand			
(i) from Banks;	0.00	0.00	90.68
(ii) from other parties	0.00	0.00	0.00
(b) Loans and advances from Related Parties;	0.00	0.00	0.00
(c) Deposits	0.00	0.00	0.00
(d) Others Loans and advances	0.00	0.00	0.00
Unsecured			
(a) Loans Repayable on Demand			
(i) from Banks;	0.00	0.00	0.00
(ii) from other parties	0.00	0.00	0.00
(b) Loans and advances from Related Parties;	0.00	0.00	0.00
(c) Deposits	0.00	0.00	0.00
(d) Others Loans and advances	0.00	0.00	0.00
Total	0.00	0.00	90.68

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The terms and conditions and other information in respect of Secured Loans as on 31.03.2020 are given in Annexure -3(A) & 3(B)

NOTE-7
RESTATED SUMMARY STATEMENT OF TRADE PAYABLES
(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Due to Micro, Small and Medium Enterprises	0.00	0.00	0.00
Others	5150.04	2780.96	2885.21
Total	5150.04	2780.96	2885.21

Notes: -

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, ("MSMED Act") have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed separately.

Note. No. 1 Details of due to Micro, Small and Medium Enterprises

PARTICULARS	31/03/2020	31/03/2019	31/03/2018
A. Principal amount remaining unpaid	0.00	0.00	0.00
B. Interest due thereon	0.00	0.00	0.00
C. Interest paid by the company in term of section 16 of the MSMED Act along with the amount of the payment made to the suppliers beyond the appointed day during the year	0.00	0.00	0.00
D. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	0.00	0.00	0.00
E. Interest accrued and remaining unpaid	0.00	0.00	0.00
F. Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	0.00	0.00	0.00

NOTE-8

RESTATED SUMMARY STATEMENT OF OTHER CURRENT LIABILITIES

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Current Maturity of Long-Term Borrowings	8.19	8.06	7.39
Statutory Dues	98.10	57.06	66.12
Payable to Employees	55.45	31.44	30.29
Interest accrued but not due on borrowings	0.08	0.00	0.00
Advances from Customers	24.48	29.40	6.62
Total	186.30	125.97	110.42

Notes:-

- 1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-9
RESTATED SUMMARY STATEMENT OF SHORT-TERM PROVISIONS
(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Provision for Income-tax (Net of TDS)	133.18	59.59	31.53
Provision for Gratuity	7.14	5.02	4.90
Provision for Audit Fees	3.00	0.00	0.00
Total	142.30	64.62	36.44

Notes: -

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-10
RESTATED SUMMARY STATEMENT OF PROPERTY, PLANT & EQUIPMENT

(₹ In Lakhs)

2017-18	Gross Carrying Amount				Depreciation				Net Carrying Amount
PARTICULARS	As on 01.04.2017	Additions During the Year	Deletion / Disposal During the Year	As on 31.03.2018	Accumulated as on 01.04.2017	During the Year	Deduction During the Year	Accumulated as on 31.03.2018	As on 31.03.2018
Buildings	34.98	0.00	0.00	34.98	5.43	1.44	0.00	6.87	28.11
Plant & Machinery	0.00	78.20	0.00	78.20	0.00	1.20	0.00	1.20	77.00
Furnitures & Fixtures	3.41	1.46	0.00	4.88	2.11	0.69	0.00	2.80	2.08
Office Equipments	2.70	0.17	0.00	2.87	1.84	0.40	0.00	2.24	0.63
Motor Vehicles - Four Wheelers	88.97	35.15	0.00	124.11	54.67	14.47	0.00	69.14	54.98
Motor Vehicles - Two Wheelers	1.62	0.31	0.00	1.93	0.95	0.25	0.00	1.20	0.73
Computers	20.09	1.90	0.00	21.99	17.93	1.20	0.00	19.13	2.86
Total	151.77	117.19	0.00	268.96	82.94	19.64	0.00	102.58	166.38

(₹ In Lakhs)

2018-19	Gross Carrying Amount				Depreciation				Net Carrying Amount
PARTICULARS	As on 01.04.2018		Deletion / Disposal	As on 31.03.2019		During the Year			As on 31.03.2019

		Additions During the Year	During the Year		Accumulated as on 01.04.2018		Deduction During the Year	Accumulated as on 31.03.2019	
Buildings	34.98	0.00	0.00	34.98	6.87	1.37	0.00	8.24	26.74
Plant & Machinery	78.20	0.00	0.00	78.20	1.20	13.94	0.00	15.14	63.06
Furnitures & Fixtures	4.88	0.10	0.00	4.97	2.80	0.57	0.00	3.37	1.61
Office Equipment's	2.87	0.78	0.00	3.65	2.24	0.31	0.00	2.55	1.10
Motor Vehicles - Four Wheelers	124.11		5.36	118.76	69.14	16.99	4.03	82.10	36.65
Motor Vehicles - Two Wheelers	1.93		0.00	1.93	1.20	0.19	0.00	1.39	0.54
Computers	21.99	4.99	0.00	26.98	19.13	2.75	0.00	21.88	5.10
Total	268.96	5.86	5.36	269.46	102.58	36.12	4.03	134.67	134.79

(₹ In Lakhs)

2019-20	Gross Carrying Amount				Depreciation				Net Carrying Amount
PARTICULARS	As on 01.04.2019	Additions During the Year	Deletion / Disposal During the Year	As on 31.03.2020	Accumulated as on 01.04.2019	During the Year	Deduction During the Year	Accumulated as on 31.03.2020	As on 31.03.2020
Buildings	34.98	0.00	0.00	34.98	8.24	1.30	0.00	9.54	25.44
Plant & Machinery	78.20	0.00	0.00	78.20	15.14	11.42	0.00	26.56	51.64
Furnitures & Fixtures	4.97	1.24	0.00	6.22	3.37	0.46	0.00	3.83	2.39
Office Equipment	3.65	1.02	0.00	4.66	2.55	0.77	0.00	3.32	1.34

Motor Vehicles - Four Wheelers	118.76	0.00	0.00	118.76	82.10	11.40	0.00	93.51	25.25
Motor Vehicles - Two Wheelers	1.93	0.00	0.00	1.93	1.39	0.14	0.00	1.53	0.40
Computers	26.98	7.09	0.00	34.07	21.88	5.40	0.00	27.28	6.78
Total	269.46	9.35	0.00	278.81	134.67	30.89	0.00	165.57	113.24

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-11

RESTATED SUMMARY STATEMENT OF NON-CURRENT INVESTMENTS

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Investment Properties	331.28	319.20	319.20
Other Investments	0.15	0.15	0.15
Total	331.43	319.35	319.35

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-12

RESTATED SUMMARY STATEMENT OF LONG-TERM LOANS & ADVANCES

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Security Deposits	77.90	156.15	126.43
Earnest Money Deposits	0.00	0.00	0.00
Retention Money	53.21	0.00	0.00
Advances with Landlords	20.84	0.00	0.00
Others	9.05	216.94	88.80
Total	161.00	373.09	215.23

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 13
RESTATED SUMMARY STATEMENT OF INVENTORIES

(₹ In Lakhs)

Particulars	For the year ended on		
	31/03/2020	31/03/2019	31/03/2018
Stock-in-Trade	757.61	135.70	264.24
Total	757.61	135.70	264.24

Notes: -

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 14
RESTATED SUMMARY STATEMENT OF TRADE RECEIVABLES

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Outstanding for a period exceeding 6 Months			
Secured, Considered Good			
Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member	0.00	0.00	0.00
Others	1143.86	689.64	755.65
Unsecured, considered Good			
Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member	0.00	0.00	0.00
Others	0.00	0.00	0.00
Outstanding for a period not exceeding 6 Months			
Secured, Considered Good			
Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member	0.00	0.00	0.00
Others	4137.56	2174.38	1662.53
Unsecured, considered Good			

Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member	0.00	0.00	0.00
Others	0.00	0.00	0.00
Total	5281.42	2864.02	2418.19

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 15
RESTATED SUMMARY STATEMENT OF CASH & CASH EQUIVALENTS

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
(a) Balances with Banks			
In Current Accounts	211.35	205.53	456.95
Margin Money/Security against Borrowings, Bank Guarantees	390.44	272.85	106.87
Other Fixed Deposits	34.33	0.00	0.00
(b) Cheques, drafts on hand	0.00	0.00	0.00
(c) Cash on Hand	1.24	1.02	4.83
(d) Others	0.00	0.00	0.00
Total	637.35	479.40	568.65

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-16
RESTATED SUMMARY STATEMENT OF SHORT-TERM LOANS & ADVANCES

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Receivable against GEDA Subsidy	78.38	0.00	0.00
Staff Advances	18.43	9.20	6.49
Advances to Directors	0.00	128.32	161.74
Advances to Suppliers	158.51	37.55	261.54
Total	255.33	175.08	429.76

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-17
RESTATED SUMMARY STATEMENT OF OTHER CURRENT ASSETS

(₹ In Lakhs)

PARTICULARS	As At		
	31/03/2020	31/03/2019	31/03/2018
Prepaid Expenses	1.60	0.00	0.00
Share Issue (IPO) Expenses (to the extent not written off)	6.18	5.00	0.00
Balances with Revenue Authorities	256.24	290.68	240.47
Total	264.03	295.68	240.47

Notes: -

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 18

RESTATED SUMMARY STATEMENT OF REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Sale of Products	14978.56	7535.21	5526.69
Sale of Services	710.64	777.79	375.72
Less: Inter-Branch Transactions	-4758.46	-1898.95	-1197.85
Net Billed Revenue for the Year	10930.74	6414.05	4704.56
Add: Unbilled Revenue at the end of the Year	101.52	104.97	122.12
Less: Unbilled Revenue at the Beginning of the Year	-104.97	-122.12	-5.93
Total	10927.29	6396.90	4820.75

Notes: -

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 19

RESTATED SUMMARY STATEMENT OF OTHER INCOME

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Interest Income	26.71	12.21	7.17
Profit/(Loss) on Sale of Investments	0.23	0.00	0.00
Foreign Exchange Gain	3.30	57.60	6.95
Rental Income	3.15	8.75	4.50
Profit/ (Loss) on Sale of Fixed Assets	0.00	1.01	0.00
Other Non-Operating Income	4.64	3.48	2.51
Total	38.04	83.05	21.13

Notes:

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 20

RESTATED SUMMARY STATEMENT OF PURCHASES OF STOCK-IN-TRADE

(₹ In Lakhs)

Particulars	For the year ended on		
	31/03/2020	31/03/2019	31/03/2018
Purchase of Stock	13948.60	6492.29	4459.93
Less: Inter Branch Purchases	-4758.46	-1898.95	-1197.85
Total	9190.13	4593.34	3262.08

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 21

RESTATED SUMMARY STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE

(₹ In Lakhs)

Particulars	For the year ended on		
	31/03/2020	31/03/2019	31/03/2018
Stock-in-Trade			
Inventory at the end of the Year	757.61	135.70	264.24
Inventory at the beginning of Year	135.70	264.24	96.39
Increase/decrease in inventory	-621.91	128.54	-167.85

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 22
RESTATED SUMMARY STATEMENT OF EMPLOYEE BENEFIT EXPENSES

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Directors' Remunerations including Bonus	62.20	50.70	40.95
Salaries and Wages	532.18	360.97	321.70
Bonus	17.51	12.76	4.55
Contribution to ESI/PF	43.04	39.64	31.13
Provision for Gratuity	25.12	8.08	18.67
Staff Welfare Expenses	34.02	32.12	33.65
Total	714.07	504.25	450.65

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 23
RESTATED SUMMARY STATEMENT OF FINANCE COSTS

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Interest Expense			
Interest on Short-term Borrowings	0.90	22.85	49.53
Interest on Term Loans (Car Loans)	1.85	2.44	1.10
Interest on Statutory Dues	0.34	18.85	0.39
Other Interest Expense	0.04	0.27	0.00
Other Borrowing Costs			
Bank Charges	16.15	12.90	16.02
Others	2.07	0.00	0.00
Total	21.34	57.30	67.04

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 24
RESTATED SUMMARY STATEMENT OF DEPRECIATION AND AMORTIZATION
EXPENSES

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Depreciation on Property, Plant & Equipment	30.89	36.12	19.64
Total	30.89	36.12	19.64

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 25
RESTATED SUMMARY STATEMENT OF OTHER EXPENSES

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Office Expenses	58.28	59.59	60.96
Professional and Consulting fees	62.13	37.95	21.68
Telephone and Internet Expenses	0.70	2.37	10.25
Printing and Stationery	3.50	3.44	2.65
Travelling and Local Conveyance	297.58	200.51	146.79
Sales Commission	41.44	0.53	3.65
Other Misc Expenses	22.24	20.06	33.25
Packing and Forwarding Charges	0.00	0.05	0.02
Postage and Telegram	2.46	1.61	1.26
Rent, Rates and taxes	92.96	154.61	73.45
Donation	0.00	0.00	0.00
Business Promotion	3.19	0.28	2.04
Discount Allowed	0.00	0.03	6.04
Insurance Charges	2.53	1.35	2.01
Installation Charges	10.16	22.59	17.69
Advertisement Expenses	1.66	1.00	1.67
Power and Fuel/ electricity	8.29	8.39	11.16
Exchange Offer Buy Back	0.00	0.00	11.90
Custom Clearing and Forwarding	8.20	30.11	3.83
Octroi Charges	13.57	12.43	0.00
Labour Charges	2.71	11.59	19.41
Freight and Transport Charges	136.21	87.25	126.40
Loading and Unloading Charges	28.32	28.82	32.12
Repairs and Maintenance	90.26	24.30	22.47

Total	886.39	708.86	610.68
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Payment to Auditors

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
a) Audit Fees	4.20	1.20	1.20
b) for taxation matters	7.23	4.21	2.20
c) for company law matters	0.00	0.00	0.00
d) for management services	0.00	0.00	0.00
e) for reimbursement of expenses	0.00	0.00	0.00
f) For Other Matters	0.00	0.60	0.00
Total	11.43	6.01	3.40

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 26

RESTATED SUMMARY STATEMENT OF EXTRAORDINARY ITEMS

(₹ In Lakhs)

Particulars	For the year ended		
	31/03/2020	31/03/2019	31/03/2018
Bad Debts Written Off	1272.67	0.00	1091.93
Sundry Creditors Written Off	-1384.38	0.00	-931.81
GST Transitional Credits	0.00	0.00	-29.50
Indirect Taxes Refunds Written Off	72.17	0.00	0.00
Total	-39.54	0.00	130.62

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 27
RESTATED SUMMARY STATEMENT OF RELATED PARTY TRANSACTION

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:		
1)	Company/entity owned or significantly influenced by directors/ KMP/individuals owning interest in voting power that gives them significant influence over the enterprise or their relatives	Significant Influenced Entity	M/s Kailash & Co.
		Significant Influenced Entity	Shree Shyam Textile Mills
2)	Key Management Personnel's/Directors	Chief Executive Officer, KMP	Mr. Ram Agarwal
		Whole Time Director	Mrs. Sonu Ram Agarwal
		Whole Time Director	Mr. Vikas Shyamsunder Agarwal
		Managing Director	Mr. Tapan Ghose
		Director	Mr. Raghu Shastri
3)	Relative of Key Management Personnel's:	Relative of Director	Mrs. Parvati Agarwal
		Relative of Director	Mr. Shyamsunder Agarwal
		Relative of Director	Mr. Shyam Agarwal
		Relative of Director	Mr. Santosh Agarwal
		Relative of Director	Mrs. Neetu Agarwal
		Relative of Director	Mrs. Jayanti Ghose
		Relative of Director	Mr. Ramesh Raghu Shastri
		Relative of Director	Mr. Rohan Shastri
		Relative of Director	Mrs. Indrani Banerjee

(₹ In Lakhs)

Sr. No.	Nature of Transaction	As At		
		31/03/2020	31/03/2019	31/03/2018
1	Mr. Ram Agarwal - Remuneration Account			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	0.00
	Remuneration Payable	42.00	24.00	19.00
	Commission Payable	15.28	0.00	0.00
	Remuneration Paid / Adjusted	-57.28	-24.00	-19.00
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00
2	Mr. Ram Agarwal - Rent Receipts			

	Opening Balance {Cr./ (Dr)}	0.00	0.00	0.00
	Rent Receivable	-1.80	0.00	0.00
	Amount Received/Credited	0.00	0.00	0.00
	Closing Balance {Cr./ (Dr)}	-1.80	0.00	0.00
3	Mr. Ram Agarwal - Advances Given Account			
	Opening Balance {Cr./ (Dr)}	-128.32	-161.74	-131.34
	Amount Paid/Adjusted	0.00	0.00	-30.40
	Amount Received/Credited	128.32	33.42	0.00
	Closing Balance {Cr./ (Dr)}	0.00	-128.32	-161.74
4	Mrs. Sonu Ram Agarwal - Remuneration Account			
	Opening Balance {Cr./ (Dr)}	35.40	17.81	4.83
	Remuneration Payable	24.00	24.00	16.50
	Bonus	10.00	0.00	0.00
	Remuneration Paid / Adjusted	-69.41	-6.40	-3.53
	Closing Balance {Cr./ (Dr)}	0.00	35.40	17.81
5	Mrs. Sonu Ram Agarwal - Loan Account			
	Opening Balance {Cr./ (Dr)}	34.80	34.80	34.80
	Amount Received / Credited	0.00	0.00	0.00
	Amount Paid / Debited / Adjusted	-34.80	0.00	0.00
	Closing Balance {Cr./ (Dr)}	0.00	34.80	34.80
6	Mr. Vikas Shyamsunder Agarwal			
	Opening Balance {Cr./ (Dr)}	4.60	2.56	0.28
	Remuneration	6.00	6.00	6.00
	Amount Paid / Debited / Adjusted	-4.93	-3.96	-3.72
	Closing Balance {Cr./ (Dr)}	5.66	4.60	2.56
7	Mr. Shyam Sunder Agarwal - Unsecured Loan			
	Opening Balance {Cr./ (Dr)}	40.00	40.00	40.00
	Interest on Loan	0.00	0.00	0.00

	Amount Received/Credited	0.00	0.00	0.00
	Amount Repaid/Adjusted	0.00	0.00	0.00
	Closing Balance {Cr./{Dr}}	40.00	40.00	40.00
8	Mr. Shyam Agarwal			
	Opening Balance {Cr./{Dr}}	3.13	2.44	-0.58
	Remuneration	0.00	6.00	4.80
	Amount Paid / Debited / Adjusted	-3.13	-5.30	-1.78
	Closing Balance {Cr./{Dr}}	0.00	3.13	2.44
9	Mr. Santosh Agarwal			
	Opening Balance {Cr./{Dr}}	3.17	4.72	0.00
	Remuneration	0.00	3.00	4.80
	Amount Paid / Debited / Adjusted	-3.69	-4.55	-0.08
	Closing Balance {Cr./{Dr}}	-0.52	3.17	4.72
10	Mr. Tapan Ghose			
	Opening Balance {Cr./{Dr}}	0.00	0.00	0.00
	Remuneration	6.00	6.00	6.00
	Amount Paid / Debited / Adjusted	-6.00	-6.00	-6.00
	Closing Balance {Cr./{Dr}}	0.00	0.00	0.00
11	Mr. Raghu Shastri			
	Opening Balance {Cr./{Dr}}	0.90	0.90	0.90
	Remuneration / Commission Payable	16.20	12.70	6.45
	Amount Paid / Debited / Adjusted	-16.20	-12.70	-6.45
	Closing Balance {Cr./{Dr}}	0.90	0.90	0.90
12	Mrs. Parvati Agarwal			
	Opening Balance {Cr./{Dr}}	2.82	2.81	2.83
	Remuneration	6.00	6.00	6.00
	Amount Paid / Debited / Adjusted	-5.88	-5.99	-6.01
	Closing Balance {Cr./{Dr}}	2.95	2.82	2.81
13	Mr. Rohan Shastri			
	Opening Balance {Cr./{Dr}}	0.00	0.00	0.00

	Remuneration	0.00	3.50	3.33
	Amount Paid / Debited / Adjusted	0.00	-3.50	-3.33
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00
14	Mrs. Indrani Banerjee			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	0.00
	Remuneration	6.00	6.00	6.00
	Amount Paid / Debited / Adjusted	-6.35	-6.00	-6.00
	Closing Balance {Cr./ (Dr)}	-0.35	0.00	0.00
15	M/s Kailash & Co.			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	0.00
	Loan Taken	40.00	0.00	0.00
	Loan Repaid	-40.00	0.00	0.00
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00
16	Mr. Shyam Sunder Agarwal - Commission			
	Opening Balance {Cr./ (Dr)}	0.01	0.01	0.01
	Commission Payable	0.00	0.00	0.00
	Amount Paid / Debited / Adjusted	0.00	0.00	0.00
	Closing Balance {Cr./ (Dr)}	0.01	0.01	0.01
17	Mr. Shyam Agarwal - Advances Given			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	-8.14
	Amount Received/Credited	0.00	0.00	8.14
	Amount Paid / Debited / Adjusted	0.00	0.00	0.00
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00
18	Mr Ramesh Raghu Shastri			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	0.00
	Remuneration	0.00	0.00	2.25
	Amount Paid / Debited / Adjusted	0.00	0.00	-2.25
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00
19	Mr Ramesh Raghu Shastri - Loan Account			

	Opening Balance {Cr./ (Dr)}	0.00	5.40	5.40
	Loan Taken	0.00	0.00	0.00
	Amount Paid / Debited / Adjusted	0.00	-5.40	0.00
	Closing Balance {Cr./ (Dr)}	0.00	0.00	5.40
20	Mrs. Neetu Agarwal			
	Opening Balance {Cr./ (Dr)}	6.36	6.20	4.01
	Remuneration	0.00	0.20	2.40
	Amount Paid / Debited / Adjusted	-6.17	-0.03	-0.21
	Closing Balance {Cr./ (Dr)}	0.19	6.37	6.20
21	Mrs. Jayanti Ghose			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	0.00
	Remuneration	6.00	0.00	0.00
	Amount Paid / Debited / Adjusted	-6.00	0.00	0.00
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00
22	Shree Shyam Textile Mills			
	Opening Balance {Cr./ (Dr)}	0.00	0.00	2.85
	Loan Taken	0.00	0.00	0.00
	Amount Paid / Debited / Adjusted	0.00	0.00	-2.85
	Closing Balance {Cr./ (Dr)}	0.00	0.00	0.00

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List Company/entity owned or significantly influenced by directors/ KMP, Key Management Personnel's, and Relative of Key Management Personnel's have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

NOTE – 28
RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES AND COMMITMENTS

(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Contingent Liabilities			
(a) Claims against the company not acknowledged as debt;	517.83	517.83	517.83
(b) Guarantees excluding financial guarantees;	803.68	501.97	470.25
(c) Other money for which the company is contingently liable	1.12	1.06	1.04
Commitments			
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-	-
(c) Other commitments	-	-	-
Total	1322.63	1020.86	989.12

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE – 29
RESTATED STATEMENT OF TAX SHELTER

(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Profit Before Tax as Restated	783.96	451.53	469.00
Notional Tax Rates	25.17%	27.82%	27.55%
Tax on Capital Gains	17.16%	17.16%	17.16%
Tax at Notional Rate (A)	197.31	125.61	129.22
Adjustments:			
Permanent Differences (B)			
Other Disallowed Expenses	0.50	20.10	-1.29
Total (B)	0.50	20.10	-1.29
Temporary Differences (C)			
Difference between Tax Depreciation and Book Depreciation	-1.44	-4.72	-18.37
Gratuity Provisions	25.12	8.08	18.67

Profit Loss on Sale of Fixed Assets	0.00	-1.01	0.00
Other Adjustments of Restatements	139.97	13.15	-137.73
Total (C)	163.65	15.50	-137.44
Net Adjustments (B+C)	164.16	35.60	-138.72
Tax Liability/(Tax Saving) thereon	41.30	9.90	-38.22
Current Tax Provision as per Restated Financials	238.60	135.52	91.00
Taxation on Extraordinary Items	9.95	0.00	-35.99
Tax on Profits before Extraordinary Items	228.65	135.52	126.99

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

NOTE-30
RESTATED SUMMARY STATEMENT OF CAPITALISATION

(₹ In Lakhs)

Particulars	Pre-Issue	Post-Issue
	31/03/2020	
Debt		
Short Term Debt	0.00	0.00
Long Term Debt (Including Current Maturity)	56.29	56.29
Total Debt	56.29	56.29
Shareholders' Fund (Equity)		
Share Capital	227.09	1237.16
Reserves & Surplus	2004.34	1884.46
Money Received against Share Warrants	0.00	0.00
Total Shareholders' Fund (Equity)	2231.43	3121.62
Long Term Debt/Equity	0.03	0.02
Total Debt/Equity	0.03	0.02

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2020.

OTHER FINANCIAL INFORMATION

(₹ In Lakhs)

Particulars	As At		
	31/03/2020	31/03/2019	31/03/2018
Restated PAT as per Statement of Profit & Loss (For Basic EPS Purpose) (A)	543.92	312.28	383.31
Restated Earnings Before Interest Tax Depreciation and Amortization (EBITDA)	836.19	544.96	555.68
Weighted average number of equity shares at the end of the year/ period before bonus (B)	22,70,900	22,70,900	22,70,900
Weighted average number of equity shares at the end of the year/ period after bonus (C)	90,83,600	90,83,600	90,83,600
No. of Equity Shares at the end of the year / period (Absolute Numbers) (D)	22,70,900	22,70,900	22,70,900
Net Worth as Restated (E)	2231.43	1687.51	1375.22
Current Assets (F)	7195.74	3949.87	3921.31
Current Liabilities (G)	5479.66	2971.55	3122.75
Face Value per Share (in Rs.)	10.00	10.00	10.00
Earnings Per Share:			
Restated Basic and Diluted Earnings Per Share (Rs.) (Before Bonus) (A/B)	23.95	13.75	16.88
Restated Basic and Diluted Earnings Per Share (Rs.) (After Bonus) (A/C)	5.99	3.44	4.22
Return on Net worth (%) (A/E)	24.38	18.51	27.87
Net asset value per share (Before Bonus) (E/D)	98.26	74.31	60.56
Net asset value per share (After Bonus) (E/C)	24.57	18.58	15.14
Current Ratio (F/G)	1.31	1.33	1.26

Notes:

1. The ratios have been Computed as per the following formulas:

(i) **Basic Earnings per Share:**

Restated Profit after Tax available to equity shareholders

Weighted average number of equity shares outstanding at the end of the year / period

(ii) **Diluted Earnings per Share:**

Restated Profit after Tax available to equity shareholders

Weighted average number of equity shares outstanding at the end of the year / period + Diluted Shares at the end of the year / period

(iii) **Net Asset Value (NAV) per Equity Share:**

Restated Net worth of Equity Share Holders

Number of equity shares outstanding at the end of the year / period

(iv) **Return on Net worth (%)**:

Restated Profit after Tax available to equity shareholders
Restated Net worth of Equity Shareholders

2. EBITDA represents earnings (or profit/ (loss)) before finance costs, income taxes, and depreciation and amortization expenses. Extraordinary and exceptional items have been considered in the calculation of EBITDA as they were expense items.

3. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

5. After March 31, 2020 the company has made the following changes in its capital structure, the effects of which have been considered in computing the above accounting ratios:

During the FY 2020-21, the company has issued and allotted 68,12,700 Bonus shares vide a resolution passed at the EGM of the Company held at registered office of the company on August 27, 2020.

Notes:

a) The figures disclosed above are based on the standalone restated summary statements of financial information of the Company.

b) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

For Mansaka Ravi & Associates
Chartered Accountants
FRN: 015023C

SD/-
CA Ravi Mansaka
Partner
M.N. 410816
UDIN:20410816AAAABF4966

Date: 16.09.2020
Place: Jaipur

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which have been included in this Draft Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements for the years ended March 31, 2020, 2019, and 2018 including the related notes and reports, included in this Draft Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective years. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “**Risk Factors**” and “**Forward Looking Statements**” beginning on pages 31 and 20 respectively, and elsewhere in this Draft Prospectus.*

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

OVERVIEW

Formed and incorporated in Pune, our company is engaged in providing Power Backup Solutions, Solar Products and Allied Services to the customers. The company is into the business of providing efficient, uninterrupted & clean power solutions to critical loads like ATMs & Microprocessors based systems / Office automation equipment's installed in banks & other financial institutions, corporate, academic institutes, hospitals/diagnostic centres, hospitality segment, railways and other PSUs.

Over the years, our company has graduated into multifaceted entity specialized in providing solutions & services related to Power and Total Implementation/Infrastructure Solutions (TIS) in addition to the supply of flagship products like Uninterrupted Power Supply (UPS) Systems, Solar PV Power Plants, Solar Inverters, Batteries, Servo-Controlled Voltage Stabilizers and other related power conditioning equipment's.

Our company is an assembling and integration unit for power backup solutions. We procure Components of our products from overseas markets as well as from local Indian markets which are assembled and integrated to make the final products at our assembly unit situated at Pune as per the needs & requirements of the clients. Apart from selling the assembled product, our company is also engaged in renting out the Uninterrupted Power Supply (UPS) Systems and providing allied services to foster sales such as repair and maintenance along with Annual Maintenance Contract (AMC). The company has solar products manufacturing line at Ahmedabad, Gujarat but due to stiff competition and from overseas market and increased cost of manufacturing solar products in house, manufacturing activities is not undertaken at the plant and instead products are imported from overseas.

Our Company is managed by our promoter and CEO, Mr. Ram Agarwal. He has been instrumental in the growth of our business. The foundation of our business was laid down by Mr. Ram Agarwal who ventured into the Power Backup Solutions sector in the year 2008 through a newly incorporated company in the name of “**Prostar Micronova Power Systems Private Limited**”. Since its incorporation the overall operations of the company are carried out under the guidance and supervision of Mr. Ram Agarwal.

Our company is well equipped with in house testing equipment's to test the capacity and quality of our products. Our finished products have to undergo a strict quality check to ensure that they are of relevant quality as per the standards set. Our in-house testing team regulates and monitors the quality, safety, and load capacity of the UPS systems.

SIGNIFICANT MATERIAL DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our company, since the date of last financial statements disclosed in this Draft Prospectus, there was emergence of Covid-19 which lead to closure of offices and assembling unit for two months. However in the opinion In addition to that, To the best of our knowledge and, except as disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities and profitability of our company or the value of its assets or its ability to pay its material liabilities within the next 12 months et as mentioned below:

Our company has allotted 68,12,700 equity shares of Rs. 10/- each pursuant to Bonus Issue in the ratio of 3:1 vide passing the board resolution on August 29, 2020.

KEY FACTORS THAT MAY AFFECT OUR RESULTS OF OPERATION

Our results of operations have been, and will be, affected by many factors, some of which are beyond our control. Our results of operations and financial conditions are affected by numerous factors including the following:

- Evolving customer needs and market trends;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans;
- Changes in laws and regulations relating to the industry in which we operate;
- General economic and demographic conditions;
- Interest and exchange rate fluctuations;
- Maintenance of continuous quality standards
- High Employee benefits
- Pricing pressure from the competitive business environments.
- Tax benefits and incentives;
- Inherent operations risk;
- Increasing competition in the industry;
- Brand Image;
- Changes in fiscal, economic or political conditions in India

For more information on these and other factors/development which have or may affect us, please refer to chapters titled “**Risk Factors**”, “**Our Industry**” and “**Our Business**” beginning on page 31, 106 and 121 respectively of this Draft Prospectus.

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The Restated Summary Statement of Assets and Liabilities of the Company in Annexure I as at 31st March 2020, 31st March 2019 and 31st March 2018 and the Restated Summary Statement of Profit and Loss in Annexure II and the Restated Summary Statement of Cash Flows in Annexure III for the years ended 31st March 2020, 31st March 2019 and 31st March 2018 along with Notes-1 to 30 (collectively referred to as the “Restated Summary Financial Information”) have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Registrar of Companies (“ROC”) and relevant stock exchange/s, as may be required in connection with the proposed Initial Public Offering (“IPO”).

The Restated Summary Financial Information have been extracted by the management from audited financial statements of the Company for respective period/years (“Financial Statements”), after applying necessary adjustments. The Financial Statements comprise of the Statement of Assets & Liabilities as at year end, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

The Financial Statements were prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India (“Indian GAAP”) and notified Sections, Schedules and Rules of the Companies Act, 2013 (“the Act”), including the Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable.

The accounting policies have been consistently applied by the Company to the years presented in the Restated Summary Financial Information. The Restated Summary Financial Information of the Company have been prepared to comply in all material respects with the requirements of Chapter III to the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Appropriate re-classifications/ adjustments have been made in the Restated Summary Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The Restated Summary Financial Information are presented in Indian rupees (in lakhs), unless otherwise stated. This Restated Summary Financial Information were reviewed by the Audit Committee on 15th September, 2020 and subsequently approved by the Board of Directors of the Company on 16th September, 2020.

Use of estimates

The Company follows the mercantile system of accounting by following accrual concept in the preparation of accounts. The preparation of the financial statements requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures related to contingent liabilities as at the date of the financial statements and

the reported amount of income and expenses during the reporting period. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

Current and Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in or is intended for sale or consumption in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within 12 months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within 12 months after the reporting date; or
- d) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets / liabilities include the current portion of non-current assets/ liabilities respectively. All other assets / liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company considers its operating cycle to be within one year.

Valuation of Inventory

Inventories are valued at lower of cost or net realizable value thereof Cost of these inventories is determined on FIFO Basis.

Cash Flow Statement

Cash flows are reported using the indirect method as prescribed in Accounting Standard 3 'Cash Flow Statement', whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expense associated with investing or financial cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short-term investment with an original maturity of three months or less.

Revenue recognition

Company generally follows mercantile system of accounting and recognizes significant items of income & expenditure on accrual basis. The revenues have been duly recognized in accordance with the provisions of Accounting Standard – 9 “Revenue Recognition”. However, some of expenditures are accounted for on the receipt of bill or invoice of the same which are not material.

Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The Company capitalizes all cost relating to acquisition (except input taxes) and any attributable cost of bringing the asset to its working condition for its intended use and other installation cost.

Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Investments

Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

Employee Retirement Benefits

a) Gratuity

The Company provides for Gratuity, a defined benefit retirement plan (‘The Gratuity Plan’) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment of an Amt. based on the respective employee’s salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet Date using the projected unit credit method. The Company recognizes the net obligation of the Gratuity Plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS-15) ‘Employee Benefits’. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise.

- b) All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related services.
- c) Contributions to Provident Fund / Employee State Insurance are made at pre-determined rates and are charged to Statement of Profit and Loss in the year in which they become due.
- d) There are no other obligations other than the contribution payable to the respective trusts.

Income Tax

- a) Provision is made both for current and deferred taxes. Provision for current income tax is made on the current tax rates based on assessable income in accordance with the Indian Income – tax Act, 1961.
- b) Deferred Income Tax is provided on all temporary difference, at the balance sheet date between the tax base of assets and liabilities and their carrying Amt.s for financial reporting purposes.
- c) Deferred tax assets and liabilities are measured using the tax rates and tax laws that been enacted or substantially enacted at the balance sheet date.
- d) Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- e) Further, if the company has carry forward of unabsorbed depreciation and tax losses, entire deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that entire deferred tax assets can be realized against future taxable profits.

Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

Segment Reporting

The Company is engaged in the business of providing effective power solutions, such as batteries and UPS and also engaged in providing equipment's for solar power solutions. The both operations are governed by the different set of risk and returns, however, as the Solar Power Segment is new segment for the company and company has not much operated under this segment and accordingly, it is not fulfilling the required conditions for reportable segment as per Accounting Standard – 17 "Segment Reporting" and hence whole power solutions has been considered as representing a single primary segment. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standard 17 on Segmental Reporting issued by The Institute of Chartered Accountants of India.

The Company provides services within India and does not have any operations in economic environments with different risk and returns hence it is considered that the Company is operating in a single geographical segment.

Impairment of Assets

- a) If the carrying Amt. of fixed assets exceeds the recoverable Amt. on the reporting date, the carrying Amt. is reduced to the recoverable Amt.. The recoverable Amt. is measured as the higher of the net selling price and the value in use determined by the present value of future cash flows.
- b) Impairment of losses, if any, on fixed assets are recognized and charged to profit & loss account, in accordance with Accounting Standard 28 "Impairment of Assets" issued by The Institute of Chartered Accountants of India.

Provisions and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but disclosed in the notes.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognize assets which are of contingent nature until there is virtual certainty of realizability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognized in the Financial Statements of the period in which the change occurs.

Earnings per share

Earnings per share is calculated by dividing net profit for the year attributable to equity shareholders by weighted average number of equity share outstanding during the year as per AS – 20 issued by The Institute of Chartered Accountants of India.

Depreciation

Depreciation on fixed assets is calculated at the rates specified in Schedule II of the Companies Act, 2013 as per Written Down Value Method unless otherwise mentioned, pro-rata to the period of use of the assets and is based on useful life of fixed assets specified in the said Schedule.

Foreign currency transaction

Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss for the year.

OVERVIEW OF REVENUE & EXPENDITURE

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

- **Revenue from operations**-Our revenue from operations comprises of income by providing solutions & services related to Power and Total Implementation / Infrastructure Solutions (TIS) in addition to the supply of flagship products like Uninterrupted Power Supply (UPS) Systems, Solar PV Power Plants, Solar Inverters, Batteries, Servo-Controlled Voltage Stabilizers and other related power conditioning equipment's. Further, we also derive income from rendering services mainly pertaining to renting out the Uninterrupted Power Supply (UPS) Systems and providing allied services such as repair and maintenance along with Annual Maintenance Contract (AMC).
- **Other Income** -Our other income mainly includes interest from Bank on FDR, income from sale of investments and fixed assets, rental income, foreign exchange gain or other miscellaneous income.

Expenses

Our expenses comprise of purchase of Stock-in-Trade, changes in inventories of finished goods, work-in-progress and Stock-in-Trade, employee benefit expenses, finance costs, depreciation & amortization expenses and other expenses.

- **Purchase of Stock-in-Trade** - Purchase of Stock-in-Trade comprises of the cost incurred to purchasing the stock which is traded and account for 83.81%, 70.89% and 67.37% of our revenue from operations for the Financial Year 2020, Financial Year 2019 and Financial Year 2018, respectively.
- **Changes in inventories of finished goods, work-in-progress and Stock-in-Trade** - Changes in inventories of finished goods, work-in-progress and Stock-in-Trade consist of costs attributable to an increase or decrease in inventory levels during the relevant financial period in finished goods, work-in-progress and Stock-in-Trade. Changes in inventories account for (5.67)%, 1.98% and (3.47)% of our revenue from operations for the Financial Year 2020, Financial Year 2019 and Financial Year 2018, respectively.
- **Employee benefit expenses** - Our employee benefit expenses mainly include salaries & wages expense, directors' remuneration, bonus, contribution to provident and other funds, gratuity expense, staff welfare expenses, etc.
- **Finance costs** - Our finance costs mainly include interest on short term borrowings and car loan, interest on statutory dues, bank charges, other borrowing costs etc.
- **Depreciation and amortization expenses** - Our depreciation and amortization expenses comprise of depreciation on tangible fixed assets.
- **Other expenses** - Other expenses mainly include expenses such as travelling and local conveyance expenses, professional and consulting charges, telephone and internet

expenses, printing & stationary charges, sales commission, Packing and Forwarding Charges, Postage and Telegram, Rent, Rates and taxes, Business Promotion, Discount Allowed, Insurance Charges, Installation Charges, Advertisement Expenses, Power and Fuel/ electricity, Exchange Offer Buy Back, Custom Clearing and Forwarding, Octroi Charges, labour charges, Freight and Transport Charges, Loading and Unloading Charges, Repairs and Maintenance.

Our Results of Operations

The following table sets forth selected financial data from our restated profit and loss for the financial years ended March 31, 2020, 2019, and 2018, the components of which are also expressed as a percentage of total revenue for such periods:

Particulars	For the year on ended March 31,					
	2020		2019		2018	
	Amt. in Lakhs	(%)*	Amt. in Lakhs	(%)*	Amt. in Lakhs	(%)*
Revenue:						
Revenue from operations	10,927.29	99.65%	6,396.90	98.72%	4,820.75	99.56%
Other income	38.04	0.35%	83.05	1.28%	21.13	0.44%
Total Revenue	10,965.32	100.00%	6,479.95	100.00%	4,841.88	100.00%
Expenses:						
Purchase of Stock-in-Trade	9,190.13	83.81%	4,593.34	70.89%	3,262.08	67.37%
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(621.91)	(5.67)%	128.54	1.98%	(167.85)	-3.47%
Employee Benefit Expenses	714.07	6.51%	504.25	7.78%	450.65	9.31%
Finance Costs	21.34	0.19%	57.30	0.88%	67.04	1.38%
Depreciation and Amortization Exp.	30.89	0.28%	36.12	0.56%	19.64	0.41%
Other Expenses	886.39	8.08%	708.86	10.94%	610.68	12.61%
Total Expenses	10,220.91	93.21%	6,028.43	93.03%	4,242.26	87.62%
Profit / (loss) before exceptional / extraordinary items and tax	744.42	6.79%	451.53	6.97%	599.62	12.38%
Extraordinary Items	(39.54)	(0.36)%	0.00	0.00%	130.62	2.70%
Profit / (loss) before tax	783.96	7.15%	451.53	6.97%	469.00	9.69%
Tax Expense						
Current Tax	238.60	2.18%	135.52	2.09%	91.00	1.88%
Deferred Tax Liability / (Asset)	(7.73)	(0.07)%	(0.74)	-0.01%	(6.18)	-0.13%
Interest on Income-tax	9.16	0.08%	4.47	0.07%	0.87	0.02%
Total Tax Expense	240.03	2.19%	139.24	2.15%	85.68	1.77%
Profit for the year/period	543.92	4.96%	312.28	4.82%	383.31	7.92%

* (%) column represents percentage of total revenue.

Review from operations for the year ended March 31, 2020

Total Revenue

Revenue from operations for the period ended March 31, 2020 amounted to Rs. 10,965.32 lakhs which is on account of revenue from operations and other income as described below:

- **Revenue from operations** - Revenue from operations for the period ended March 31, 2020 amounted to Rs. 10,927.29 lakhs which was 99.65% of our total revenue. It was primarily on account of sale of Uninterrupted Power Supply (UPS) Systems and batteries along with rendering services pertaining to renting out the Uninterrupted Power Supply (UPS) Systems and providing allied services such as repair and maintenance along with Annual Maintenance Contract (AMC).
- **Other income** - Our other income was Rs. 38.04 lakhs for the period ended March 31, 2020 which was 0.35% of our total revenue, majorly comprising of interest income on FDR of Rs. 26.71 lakhs, Foreign Exchange Gain of Rs. 3.30 lakhs and Rental Income of Rs. 3.15 lakhs.

Total Expenses

Our total expenses, excluding tax amounted to Rs. 10,220.91 lakhs for the period ended March 31, 2020 which were 93.21% of our total revenue.

- **Purchase of Stock-in-Trade** - Purchase of Stock-in-Trade was Rs. 9,190.13 lakhs for the period ended March 31, 2020 pertaining to 83.81% of our total revenue.
- **Changes in inventories of finished goods work-in-progress and Stock-in-Trade** - Changes in inventories of finished goods work-in-progress and Stock-in-Trade amounted to Rs. (621.91) lakhs for the period ended March 31, 2020 which consists of change in our inventories of finished goods, work-in-progress and stock-in-trade as at the beginning and end of the period.
- **Employee Benefit Expenses** - Our employee benefit expenses for the period ended March 31, 2020 were Rs. 714.07 lakhs which was 6.51% of our total revenue. It primarily comprised of salary & wages of Rs. 532.18 lakhs, directors' remuneration including bonus of Rs. 62.20 lakhs, contribution to provident and other funds of Rs. 43.04 lakhs, staff welfare expenses of Rs. 34.02 lakhs, provision for gratuity of Rs. 25.12 lakhs and bonus to employees (excluding directors) of Rs. 17.51 lakhs.
- **Finance Costs** - Our finance costs for the period ended March 31, 2020 were Rs. 21.34 lakhs primarily consisting of bank charges and other borrowing costs of Rs. 18.22 lakhs, interest on car loan from banks amounting to Rs. 1.85 lakhs and interest on short term borrowings of Rs. 0.90 lakhs.
- **Depreciation and Amortization Expenses** - Our Depreciation and amortization expenses were Rs. 30.89 lakhs for the period ended March 31, 2020 on account of depreciation on tangible fixed assets.
- **Other expenses** - Our other expenses for the period ended March 31, 2020 were Rs. 886.39 Lakhs primarily consisting of Travelling Charges of Rs. 297.58 lakhs, Freight and Transport Charges of Rs. 136.21 lakhs, Rent, Rate and Taxes of Rs. 92.96 lakhs, Repair

and Maintenance of Rs. 90.26 lakhs, Professional and Consulting charges of Rs. 62.13 Lakhs, Office expenses of Rs. 58.28 lakhs, Sales Commission of Rs. 41.44 lakhs, Loading and Unloading Charges of Rs. 28.32 lakhs, Octroi charges of Rs. 13.57 lakhs and Installation charges of Rs. 10.16 lakhs along with other expenses.

Extraordinary Items

Our Extraordinary Items comprised of Sundry Creditors Written Off by Rs. 1,384.38 lakhs which was offset by Bad Debts Written Off by Rs. 1,272.67 lakhs and Indirect Taxes Refunds Written Off by Rs. 72.17 lakhs

Profit before Tax

Our Profit before tax for the period ended March 31, 2020 was Rs. 783.96 Lakhs which was 7.15% of our total revenue.

Tax Expenses

Our tax expenses for the period ended March 31, 2020 were Rs. 240.03 Lakhs. Tax expenses comprised of current tax of Rs. 238.60 Lakhs, deferred tax of Rs. (7.73) Lakhs and interest on Income tax of Rs. 9.16 lakhs. Our tax expenses were 2.19% of our total revenue.

Profit after Tax

Our profit after tax for the period ended March 31, 2020 was Rs. 543.92 Lakhs forming 4.96% of our total revenue.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2020 WITH FINANCIAL YEAR ENDED MARCH 31, 2019

Total Revenue:

(Amt. in Lakhs)		
2019-20	2018-19	Variance in %
10,965.32	6,479.95	69.22%

Our total revenue has increase by 69.22% or Rs. 10,965.32 lakhs for financial year 2019-20 from Rs. 6,479.95 lakhs for financial year 2018-19 due to the factors described below:

Revenue from Operations

(Amt. in Lakhs)		
2019-20	2018-19	Variance in %
10,927.29	6,396.90	70.82%

During the financial year 2019-20, the revenue from operations (net) of our company increased to Rs.10,927.29lakhs as against Rs. 6,396.90 lakhs in the year 2018-19, representing an increase of 70.82%. This increase is majorly due to increase in revenue from sale of our flagship products, mainly Uninterrupted Power Supply (UPS) Systems and batteries along with rendering services for our products pertaining to renting out the Uninterrupted Power Supply (UPS) Systems and providing allied services such as repair and maintenance along with Annual Maintenance Contract (AMC).Also, we have started applying in Government tenders, increasing our customer base to Government, semi - Government and public sector clients.

Other Income

(Amt. in Lakhs)		
2019-20	2018-19	Variance in %
38.04	83.05	(54.20)%

During the year 2019-20, the other income of our company decreased to Rs. 38.04 lakhs from Rs. 83.05 lakhs in 2018-19, representing a decrease of 54.20%. This was majorly due to decrease in foreign exchange gain to Rs. 3.30 lakhs in the year 2019-20 as against Rs. 57.60 lakhs in 2018-19 and rental income to Rs. 3.15 lakhs in the year 2019-20 as against Rs. 8.75 lakhs in 2018-19. This decrease was partially offset by interest income of Rs. 26.71 lakhs in the year 2019-20 as against Rs. 12.21 lakhs in 2018-19.

Total Expense

(Amt. in Lakhs)		
2019-20	2018-19	Variance in %
10,220.91	6028.42	69.55%

The total expenditure for the financial year 2019-20 increased to Rs. 10,220.91 lakhs from Rs. 6,028.42 lakhs in 2018-19, representing an increase of 69.55%, primarily owing to increased business activities including trading sector. The increase pertains to Rs. 4,596.79 lakhs for purchase of Stock-in-Trade, Rs. 209.81 lakhs for Employee Benefit Expenses and Rs. 177.53 lakhs for increase in other expenses. This increase is counterbalanced by decrease of Rs. 750.45 Lakhs towards change in inventories of finished goods, work-in-progress and Stock-in-Trade along with Rs. 35.96 lakhs for Finance costs.

Purchase of Stock-in-Trade

(Amt. in Lakhs)		
2019-20	2018-19	Variance in %
9,190.13	4,593.34	100.08%

The total purchase of Stock-in-trade for the financial year 2019-20 increased to Rs. 9,190.13 lakhs from Rs. 4,593.34 lakhs in 2018-19, representing an increase of 100.08%. This increase is attributable to increase in business of the company.

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

(Amt. in Lakhs)		
2019-20	2018-19	Variance in %
(621.91)	128.54	(583.84)%

The change in inventories of finished goods, work-in-progress and Stock-in-Trade for the financial year 2019-20 increased to Rs. (621.91) lakhs from Rs. 128.54 lakhs in 2018-19, representing an increase of 583.84%. This was primarily attributable to high level of inventory required by the Company to ensure enhanced production and managing continuity of production without any disruption.

Employee benefits expenses

(Amt. in Lakhs)

2019-20	2018-19	Variance in %
714.07	504.25	41.61%

Our Company has incurred Rs. 714.07 lakhs of employee benefit expenses in 2019-20, as compared to Rs. 504.25 lakhs in 2018-19, reflecting an increase of 41.61%. This is mainly due to increase in the salaries and wages by Rs. 171.21 lakhs, Provision for Gratuity by Rs. 17.04 lakhs and Director's remuneration by Rs. 11.50 lakhs. Increase in salaries was on account of increase in the number of employees due to growth in our manpower requirements for achieving sales.

Finance Cost

(Amt. in Lakhs)

2019-20	2018-19	Variance in %
21.34	57.30	(62.76)%

Finance costs decreased by Rs. 35.96 lakhs in 2019-20 over 2018-19, representing a change of 62.76%, primarily due to decrease in interest expense towards short term borrowings (cash credit facility) by Rs. 21.95 lakhs and interest on statutory dues by Rs. 18.51 lakhs. This decrease was partially offset by increase in bank charges to the extent of Rs. 3.25 lakhs.

Depreciation and Amortization expense

(Amt. in Lakhs)

2019-20	2018-19	Variance in %
30.89	36.12	(14.48)%

Depreciation for the financial year 2019-20 stood at Rs. 30.89 lakhs as compared to Rs. 36.12 lakhs in 2018-19, showing a decrease of 14.48% since major investment in fixed assets have already been made and there was no major addition of fixed assets during the year.

Other Expense

(Amt. in Lakhs)

2019-20	2018-19	Variance in %
886.39	708.86	25.04%

The company's other expenses saw an increase of 25.04%, amounting to Rs. 177.53 lakhs, majorly due increase in repair and maintenance charges, freight and transport charges, sales commission, Professional and Consulting fees and travelling expenses on account of increased business operations. The increase is however, to some extent balanced by decrease in rent, rate and taxes, installation charges and custom clearing and forwarding charges.

Extraordinary Items

(Amt. in Lakhs)

2019-20	2018-19	Variance in %
(39.54)	0.00	100.00%

An increase in extraordinary income was witnessed in FY 2019-20 of Rs. 39.54 lakhs as against NIL amount in FY 2018-19. This increase was on account of Sundry Creditors Written

Off of Rs. 1,384.38 lakhs. This was offset by Bad Debts Written Off of Rs. 1,272.67 lakhs and Indirect Taxes Refunds Written Off of Rs. 72.17 lakhs.

Profit/ (Loss) Before Tax

(Amt. in Lakhs)

2019-20	2018-19	Variance in %
783.96	451.53	73.62%

The profit before tax saw an increase of Rs. 332.09 lakhs, or 73.62%, owing to the increase in profit was on account of increase in overall sale which resulted in the overall business operations of the company.

Provision for Tax and Net Profit

(Amt. in Lakhs)

Particulars	2019-20	2018-19	Variance in %
Taxation Expenses	240.03	139.24	72.38%
Profit after Tax	543.92	312.28	74.18%

Our profit after tax increased by Rs. 231.64 lakhs, showing a percentage increase of 74.18%.

COMPARISION OF FINANCIAL YEAR ENDED MARCH 31, 2019 WITH FINANCIAL YEAR ENDED MARCH 31, 2018

Total Revenue:

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
6,479.95	4,841.88	33.83%

Our total revenue has increase by 33.83% or Rs. 6,479.95 lakhs for financial year 2019-20 from Rs. 4,841.88 lakhs for financial year 2018-19 due to the factors described below:

Revenue from Operation

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
6,396.90	4,820.75	32.70%

During the financial year 2018-19 the revenue from operations (net) of our company increased to Rs.6,396.90 lakhs as against Rs. 4,820.75 lakhs in the year 2017-18, representing an increase of 32.70%. This increase is majorly driven by increase in normal business operation from sale of our flagship products mainly Uninterrupted Power Supply (UPS) Systems and batteries along with rendering services for our products pertaining to renting out the Uninterrupted Power Supply (UPS) Systems and providing allied services such as repair and maintenance along with Annual Maintenance Contract (AMC).

Other Income

(Amt. in Lakhs)		
2018-19	2017-18	Variance in %
83.05	21.13	293.12%

During the fiscal year 2018-19 the other income of our company increased to Rs. 83.05 lakhs as against Rs. 21.13 lakhs for the financial year 2017-18, representing an increase by 293.12% in FY 2018-19. This increase was majorly driven by increase in net gain on foreign currency transactions by Rs. 50.65 lakhs, interest on FDR by Rs. 5.04 lakhs and rental income by Rs. 4.25 lakhs.

Expenditure

Total Expense

(Amt. in Lakhs)		
2018-19	2017-18	Variance in %
6,028.43	4,242.26	42.10%

The total expenditure for the financial year 2018-19 increased to Rs.6,028.43 Lakhs from Rs. 4,242.26 Lakhs in the year 2017-18, representing an increase of 42.10%, primarily owing to increased business activities including trading sector. The increase pertains to Rs. 1,331.26 lakhs for purchase of Stock-in-Trade, Rs. 296.38 lakhs for change in inventories of finished goods, work-in-progress and Stock-in-Trade, Rs. 98.18 lakhs for increase in other expenses and Rs. 53.60 lakhs for Employee Benefit Expenses.

Purchase of Stock-in-Trade

(Amt. in Lakhs)		
2018-19	2017-18	Variance in %
4,593.34	3,262.08	40.81%

The total purchase of Stock-in-trade for the financial year 2018-19 increased to Rs. 4,593.34 lakhs from Rs. 3,262.08 lakhs in 2017-18, representing an increase of 40.81%. This increase is attributable to increased business of tradable items as a result of higher volume of sales.

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

(Amt. in Lakhs)		
2018-19	2017-18	Variance in %
128.54	(167.85)	176.58%

The change in inventories of finished goods, work-in-progress and Stock-in-Trade for the financial year 2018-19 has decreased significantly to Rs. 128.54 lakhs from Rs. (167.85) lakhs in 2017-18. This consists of change in our inventories of finished goods, work-in-progress and stock in trade as at the beginning and end of the period.

Employee benefits expenses

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
504.25	450.65	11.89 %

The employee benefit expense comprises of salaries & wages. Our Company has incurred Rs. 504.25 lakhs as employee benefit expenses during the FY 2018-19 as compared to Rs. 450.65 lakhs during the FY 2017-18 reflecting an increase of 11.89%. This was primarily due increase in the salaries and wages by Rs. 39.27 lakhs and Director's remuneration by Rs. 9.75 lakhs. Increase in salaries was on account of increase in the number of employees due to growth in our manpower requirements for achieving sales.

Finance Cost

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
57.30	67.04	(14.53)%

Finance Costs for the year 2018-19 decreased to Rs. 57.30 Lakhs as against Rs. 67.04 Lakhs during the previous financial year 2017-18. The decrease of 14.53% as compared to previous year is primarily due to decrease in interest on short term borrowings by Rs. 26.68 lakhs. This increase is however equalized by increased interest on statutory dues by Rs. 18.46 lakhs.

Depreciation and Amortization expense

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
36.12	19.64	83.91%

Depreciation for the financial year 2018-19 stood at Rs. 36.12 Lakhs and the same was Rs. 19.64 Lakhs for the financial year 2017-18 showing an increase of 83.91%. The increase in depreciation was primarily due to purchase of new plant and machinery during the year.

Other Expense

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
708.86	610.68	16.08%

Our Company has incurred Rs. 708.86 lakhs during the FY 2018-19 as Other Expenses as compared to Rs. 610.68 lakhs during FY 2017-18. The increase of 16.08% is majorly due to Rent, Rates and Taxes of Rs. 81.16 lakhs, Travelling Expenses of Rs. 53.72 lakhs, Custom Clearing and Forwarding charges of Rs. 26.28 lakhs and Professional and Consulting fees of Rs. 16.27 lakhs. Further, this increase is partly equalized by Freight and Transport charges of Rs. 39.15 lakhs and Exchange Offer Buy Back of Rs. 11.90 lakhs along with other expenses.

Extraordinary Items

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
0.00	130.62	(100.00)%

Decrease in extraordinary expenses was witnessed in FY 2018-19 to NIL amount as against Rs. 130.62 lakhs in FY 2017-18. This decrease was on account of Bad Debts Written Off by Rs. 1,091.73 lakhs. This decrease was offset by Sundry Creditors Written Off by Rs. 931.81 lakhs and GST Transitional Credits Rs. 29.50 lakhs.

Profit/ (Loss) Before Tax

(Amt. in Lakhs)

2018-19	2017-18	Variance in %
451.53	469.00	(3.72)%

For the year 2018-19 the profit stood at Rs 451.53 lakhs as against the profit of Rs. 469.00 Lakhs for the previous year 2017-18 marking a decrease of 3.72%.

Provision for Tax and Net Profit

(Amt. in Lakhs)

Particulars	2018-19	2017-18	Variance in %
Taxation Expenses	139.24	85.68	62.51%
Profit after Tax	312.28	383.31	(18.53)%

Our profit after tax decreased from Rs. 383.31 Lakhs in financial year 2017-18 to Rs. 312.28 Lakhs in financial year 2018-19 showing a decrease of 18.53%.

Other Key Ratios

The table below summarizes the key ratios in our Restated Financial Statements for the period ended March 31, 2020, March 31, 2019 and March 31, 2018.

Particulars	2019-20	2018-19	2017-18
Fixed Asset Turnover Ratio	96.83	48.07	29.10
Debt Equity Ratio	0.03	0.06	0.15
Current Ratio	1.31	1.33	1.29
Inventory Turnover Ratio	14.47	47.75	18.32

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets including intangible assets but excluding capital work-in-progress based on Standalone Restated Financial Statements.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Standalone Restated Financial Statements. Total shareholder funds are sum of equity share capital and reserve and surplus based on Standalone Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Standalone Restated Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by closing inventory based on Standalone Restated Financial Statements.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the financial year's March 31, 2020, 2019 and 2018:

(Amt. in Lakhs)

Particulars	2019-20	2018-19	2017-18
Net cash generated from / (used in) operating activities	217.00	-27.18	285.74
Net cash generated from / (used in) Investing Activities	-146.64	-157.29	-121.83
Net cash generated from / (used in) from financing activities	-64.33	-70.76	-45.55
Net Increase / (decrease) in Cash & Cash Equivalents	6.03	-255.23	118.37
Cash and cash equivalents at the beginning of the year	206.55	461.78	343.41
Cash and cash equivalents at the end of the year	212.58	206.55	461.78

Operating Activities

Financial year 2019-20

Our net cash generated from operating activities was Rs. 217.00 lakhs for the financial year 2019-20. Our operating profit before working capital changes was Rs. 834.60 lakhs for the financial year 2019-20 which was primarily adjusted by increase in trade receivables by Rs. 2,417.41 lakhs, increase in trade payables by Rs. 2,369.08 lakhs, increase in inventories by Rs. 621.91 lakhs, decrease in long term loans & advances by Rs. 212.09 lakhs, increase in short term loans & advances by Rs. 80.25 lakhs, increase in other current liabilities by Rs. 60.33 lakhs, decrease in other current assets by Rs. 31.65 lakhs and increase in short term provisions by Rs. 3.00 lakhs.

Financial year 2018-19

Our net cash used in operating activities was Rs. 27.18 lakhs for the financial year 2018-19. Our operating profit before working capital changes was Rs. 539.81 lakhs for the financial year 2018-19 which was primarily adjusted by increase in trade receivables by Rs. 445.83 lakhs, decrease in trade payables by Rs. 104.25 lakhs, decrease in inventories by Rs. 128.54 lakhs, increase in long term loans & advances by Rs. 157.86 lakhs, decrease in short term loans & advances by Rs. 254.69 lakhs, increase in other current liabilities by Rs. 15.54 lakhs, increase in other current assets by Rs. 55.21 lakhs and decrease in short term borrowing by Rs. 90.68 lakhs.

Financial year 2017-18

Our net cash generated from operating activities was Rs. 285.74 lakhs for the financial year 2017-18. Our operating profit before working capital changes was Rs. 567.18 lakhs for the financial year 2017-18 which was primarily adjusted by decrease in trade receivables by Rs. 1134.05 lakhs, increase in trade payables by Rs. 589.17 lakhs, increase in inventories by Rs. 167.85 lakhs, increase in long term loans & advances by Rs. 62.11 lakhs, increase in short term loans & advances by Rs. 424.38 lakhs, increase in other current liabilities by Rs. 74.04

lakhs, increase in other current assets by Rs. 121.66 lakhs and decrease in short term borrowing by Rs. 1,234.54 lakhs.

Investing Activities

Financial year 2019-20

Net cash used in investing activities was Rs. 146.64 lakhs for the financial year 2019-20. This was primarily on account of increase in bank deposits of Rs. 151.92 lakhs, purchase of investment properties of Rs. 12.08 lakhs and purchase of fixed assets amounting to Rs. 9.35 lakhs. It was offset by receipt of interest income on fixed deposit of Rs. 26.71 lakhs.

Financial year 2018-19

Net cash used in investing activities was Rs. 157.29 lakhs for the financial year 2018-19. This was primarily on account of increase in bank deposits of Rs. 165.98 lakhs and purchase of fixed assets amounting to Rs. 5.86 lakhs. It was offset by receipt of interest income on fixed deposit of Rs. 12.21 lakhs and proceeds from sale of fixed assets of Rs. 2.34 lakhs.

Financial year 2017-18

Net cash used in investing activities was Rs. 121.83 lakhs for the financial year 2017-18. This was primarily on account of increase in bank deposits of Rs. 12.82 lakhs and purchase of fixed assets amounting to Rs. 117.19 lakhs. It was primarily offset by receipt of interest income on fixed deposit of Rs. 7.17 lakhs and sale of non – current investment of Rs. 1.00 lakhs.

Financing Activities

Financial year 2019-20

Net cash used in financing activities for the financial year 2019-20 was Rs. 64.33 lakhs. This was on account of repayment of long-term borrowings of Rs. 42.99 lakhs and payment of interest & finance charges of Rs. 21.34 lakhs.

Financial year 2018-19

Net cash used in financing activities for the financial year 2018-19 was Rs. 70.76 lakhs. This was on account of repayment of long-term borrowings of Rs. 13.46 lakhs and payment of interest & finance charges of Rs. 57.30 lakhs.

Financial year 2017-18

Net cash used in financing activities for the financial year 2017-18 was Rs. 45.55 lakhs. This was on account of payment of interest & finance charges of Rs. 67.04 lakhs and it was partially offset by increased long term borrowings by Rs. 21.49 lakhs.

Financial Indebtedness

As on March 31, 2020, the total outstanding borrowings of our Company were Rs. 56.29 lakhs which included long-term borrowings of Rs. 48.10 lakhs and current maturities of long-term borrowings of Rs. 8.19 lakhs. For further details, refer chapter titled “**Financial Indebtedness**” beginning on page 271 of this Draft Prospectus.

(Amt. in lakhs)

Particulars	As on March 31, 2020
Long-Term Borrowings (A)	
Secured Loans	
– From Banks	8.10
Unsecured Loans	
– From Related Parties	40.00
Sub Total (A)	48.10
Short Term Borrowings (B)	0.00
Current maturities of Long-Term Borrowings (C)	8.19
Grand Total (A+B+C)	56.29

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to remuneration, salary, commission, interest paid, loan taken, reimbursement expenses and Issue of Equity Shares, foreign travel expenses, interest on borrowings etc. For further details of such related parties under AS-18, refer chapter titled “**Financial Statements as Restated**” beginning on page 194 of this Draft Prospectus.

Contingent Liabilities

The following table sets forth our contingent liabilities and commitments as on March 31, 2020 as per restated standalone financial statements:

(Rs. in lakhs)

Particulars	As on March 31, 2020
Contingents Liabilities	
– Bank Guarantees	803.68
– Claim against the company not acknowledge as debt	517.83
– Other money for which the company is contingently liable	1.12
Total	1,322.63

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

1. Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

2. Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

3. Liquidity Risk

Liquidity risk is the risk that will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

4. Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

5. Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

6. Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “**Financial Statements as Restated**” beginning on page 194 of this Draft Prospectus, there have been no reservations, qualifications and adverse remarks.

7. Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled “**Financial Statements as Restated**” beginning on page 194 of this Draft Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

8. Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

9. Unusual or infrequent events or transactions

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

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

Indian rules and regulations as well as the overall growth of Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

Other than as described in the section titled “**Risk Factors**” beginning on page 31 of this Draft Prospectus to our knowledge there are no significant economic changes that materially affects or are likely to affect income of our Company from continuing operations.

11. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Other than as disclosed in the section titled “**Risk Factors**” beginning on page 31 of this Draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

12. Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled “**Risk Factors**” beginning on page 31 of this Draft Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue. Our Company’s future costs and revenues will be determined by demand/ supply situation, government policies, global market situation and prices of our material.

13. The extent to which material increases in net sales or revenue are due to better content quality and increase in no of users on our platform

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

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

Our company is working towards providing Power Backup Solutions and Allied Services to the customers. Relevant industry data, as available, has been included in the chapter titled “**Our Industry**” beginning on page 106 of this Draft Prospectus.

15. Status of any publicly announced new products/ projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Prospectus. For details of our new projects or business segments please refer to the chapter titled “**Our Business**” beginning on page 121 of this Draft Prospectus.

16. Increase in income

Increases in our income are due to the factors described above in this chapter under “*Significant Factors Affecting Our Results of Operations*” and chapter titled “**Risk Factors**” beginning on page 31 of this Draft Prospectus.

17. The extent to which the business is seasonal

Our Company’s business is not seasonal in nature.

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

The % of contribution of our Company’s customer and supplier vis-à-vis the total revenue from operations and Purchase Cost of Services respectively as March 31, 2020 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	38.10%	90.73%
Top 10 (%)	51.28%	93.66%

19. Competitive Conditions

We face competition from existing and potential organized and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “**Our Business**” beginning on page 121 of this Draft Prospectus.

CHANGES IN ACCOUNTING POLICIES IN LAST THREE YEARS

There is no change in accounting policy in the last 3 years except for provision of gratuity on actuarial basis. For further details, please refer to chapter titled ***“Financial Statements as Restated”*** beginning on page 194 of this Draft Prospectus.

FINANCIAL INDEBTEDNESS

Our Company avails credit facilities in the ordinary course of our business. Pursuant to our Articles of Association, subject to applicable law, the Board may from time to time at its discretion raise to borrow, either from directors or elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; by the resolution of the Board, or where a power to delegate the same is available by decision / resolution of such delegate, provided that the Board shall not without requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate from the time being of the paid up capital of the Company and its free reserves.

Further, pursuant to special resolution passed in the Extra Ordinary General Meeting of our Company held on July 1, 2019, the Board of directors has been authorized to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the sums of Rs. 1700.00 lakhs.

As on March 31st, 2020, our company has total outstanding of secured borrowings from banks aggregating to Rs. 1357.09 Lakhs. Set forth below is a brief summary of our Company's secured borrowings from banks as on March 31st, 2020:

(Rs. in lakhs)		
Category of Borrowing	Sanctioned Amount	Outstanding Amount
Fund based Borrowings		
(A) Working Capital Limits		
➤ Cash Credit Limit	200.00	0.00 *
➤ Letter of Credit (Sub Limit of cash credit)	(200.00)	0.00
Total (A)	200.00	0.00 *
(B) Overdraft Limit	10.00	0.00 **
Total (B)	10.00	0.00 **
(C) Term Loan		
➤ Vehicle Loan – I	16.92	7.69
➤ Vehicle Loan – II	6.95	1.13
➤ Vehicle Loan – III	12.50	7.47
Total (C)	36.37	16.29
Sub Total (Fund based Borrowings)	246.37	16.29
Non - Fund based Borrowings		
Bank Guarantee	1290.72	803.68
Sub Total (Non-Fund based Borrowings)	1290.72	803.68
Grand Total	1537.09	819.97

*Cash Credit from Bandhan Bank Limited has debit balance on the latest reporting period, therefore, in the above statement it is shown as zero.

** Overdraft Limit from Yes bank has not been utilized by our Company, hence the NIL balance has been reported.

SECURED BORROWINGS FROM BANKS

The details of all the secured borrowings of the company are as under:

(Rs. in Lakhs)

Facility	Sanctioned Amount	Rate of Interest / Commission (%)	Tenor/ Repayment Schedule	Security Details
Cash Credit Limit – Bandhan Bank	200.00	12.50% p.a.	Repayable on Demand	See Note 1
Letter of Credit (Sub Limit of cash credit) – Bandhan Bank	(200.00)	0.75% p.a. plus applicable taxes	NA	
Bank Guarantee (Financial & Performance) – Bandhan Bank	800.00	0.75% p.a. plus applicable taxes	NA	
Bank Guarantee – Axis Bank	0.58	NA	NA	100% FDR under bank lien.
Bank Guarantee – HDFC Bank	0.14	NA	NA	100% FDR under bank lien.
Bank Guarantee (Performance) – Yes Bank	490.00	Commission - 0.85% p.a.	NA	110% FDR under bank lien.
Overdraft Facility – Yes Bank	10.00	2% above Bank's FDR rate	Repayable on Demand	110% FDR under bank lien.
Vehicle Loan – Innova Crysta (ICICI Bank)	16.92	8.50% p.a.	Repayable in 48 EMI's of Rs. 41,705/- starting December, 2017	Hypothecation of Innova Crysta Car owned by the Company.
Vehicle Loan – Hyundai i20 (Kotak Mahindra Bank)	6.95	9.60% p.a.	Repayable in 60 EMI's of Rs. 14,635/- starting December, 2015	Hypothecation of Hyundai i20 Car owned by the Company.
Vehicle Loan – Fiery Red (ICICI Bank)	12.50	8.35% p.a.	Repayable in 60 EMI's of Rs. 25,555/- starting January, 2018	Hypothecation of Fiery Red Car owned by the Company.

Note 1 – Security details

A. Primary security: Exclusive charge by way of hypothecation over entire current assets of the company, both present and future.

B. Collateral Security:

- Exclusive charge on entire movable fixed assets of the company, both present and future.
- Exclusive charge by way of equitable mortgage of residential property situated at Flat No. 5, Building 2B, Aditya City Garden Phase – I, Warje, Pune – 411058 admeasuring 915 Sq. Ft. built up standing in the name of Mr. Ram Agarwal.
- Exclusive charge by way of equitable mortgage of residential Flat No. 4B, 4th Floor, Manicktala Main Road, Kolkata – 700054 admeasuring 2080 Sq. Ft. built up standing in the name of Mr. Santosh Agarwal and Mrs. Sushila Agarwal.
- FDR of Rs. 20.00 Lakhs duly lien marked.

C. Other Terms & Conditions: Personal Guarantee of Mr. Ram Agarwal, Mr. Vikas Shyamsunder Agarwal, Mr. Santosh Kumar Agarwal & Mrs. Sushila Agarwal.

UNSECURED BORROWINGS

Set forth below is the brief summary of our company's unsecured borrowing as on March 31st, 2020:

<i>(Rs. in Lakhs)</i>		
S. No.	Name	Outstanding Loan Amount
	From Related Parties	
1.	Mr. Shyam Sunder Agarwal	40.00
	Grand Total	40.00

Note: Loans from Directors & Others are unsecured and terms of repayment in respect of these loans are not fixed.

For further details please refer to chapter titled **“Financial Statements as Restated”** beginning on Page 194 of this Draft Prospectus.

SECTION VII LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated hereinbelow there is no (i) pending litigations, suits, civil or criminal proceedings involving our Company, Director(s) or Promoters; (ii) actions taken by statutory or regulatory authorities involving our Company, Director(s) or Promoters; (iii) outstanding claims involving our Company, Director(s) or Promoter for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) pending litigations involving our Company, Director(s), or Promoter, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (vi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

With respect to material litigation all pending litigation involving our Company, Director(s) and Promoters, other than criminal proceedings and statutory or regulatory actions, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of Rs. 1,00,000/- (Rupees One Lakh Only) and where the amount is not quantifiable, such pending cases are material from the perspective of the company's business, operations, prospects or reputation.

With respect to material outstanding dues to creditors where outstanding dues to any one of them exceeds Rs. 50,000/- (Rupees Fifty Thousand Only).

Except as disclosed herein, our Company, our Promoter and/or our Director(s), have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Director(s), that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all information provided below is as of the date of this Draft Prospectus.

PART I – LITIGATION RELATING TO OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Litigation involving Civil Laws

i) Prostarm Info Systems Limited vs Mphasis Limited

Mphasis Limited ("Mphasis") and Our Company entered into an agreement for providing required equipment and support services. Mphasis terminated the said agreement and alleged default by Our Company and raised demand for payment of Rs. 5,06,53,200/- (Five Crore Six Lakh Fifty-Three Thousand and Two Hundred Rupees Only). Mphasis invoked the arbitration clause in said Agreement and Our Company made a counterclaim of Rs. 8,74,99,262.68/- (Eight Crore Seventy-Four Lakh Ninety-Nine Thousand Two Hundred and Sixty-Two Rupees and Sixty-Eight

Paise Only) on account of Mphasis's failure to provide services to Our Company. Mphasis filed an application under Section 11 of the Arbitration and Conciliation Act, 1996 for the appointment of Arbitrator before the High Court of Karnataka under Section 11 of Arbitration and Conciliation Act, 1996. The Hon'ble High Court of Karnataka appointed Hon'ble Justice H.N. Nagamohan Das as an arbitrator to resolve the disputes between the parties under the provisions of the Arbitration and Conciliation, 1996. The said arbitration proceedings are pending before the Hon'ble Arbitrator Justice H.N. Nagamohan Das.

ii) Prostarm Infosystem Limited vs. Jay Prakash Singh [FA/89/2018 and IA/1215/2018]

Mr. Jay Prakash Singh filed a consumer complaint under Consumer Protection Act, 1986 against Our Company before State Consumer Dispute Redressal Commission, Bihar Patna on account of loss due to bursting of battery supplied by Our Company. The State Consumer Dispute Redressal Commission directed Our Company to replace the damaged battery with a new UPS of the same quality within two months from the order or to pay Rs. 11,00,000/- (Eleven Lakh Rupees Only) with 6% (Six) interest from the date of purchase of UPS and Rs. 20,000/- (Twenty Thousand Rupees Only) as compensation and Rs. 10,000/- (Ten Thousand Rupees Only) as litigation cost. Against the said order, Our Company filed an appeal before the Hon'ble National Consumer Disputes Redressal Commission which is currently pending.

2. Litigation involving Criminal Laws

NIL

3. Litigation involving Securities and Economic Laws

NIL

4. Litigation involving Labor Laws

NIL

5. Litigation involving Taxation

i. Outstanding Direct Tax Proceedings

Our Company has following TDS defaults:

S. No.	FY	Quarter	Form Type	Amount (Rs.)
1	2019-20	Q2	26Q	6,620/-
2	2018-19	Q3	26Q	1,570/-
3	2017-18	Q1	26Q	310/-
4	2015-16	Q2	26Q	18,540/-
5	2014-15	Q4	24Q	1,520/-
		Q1		18,980/-

6	2013-14	Q2	26Q	30/-
		Q3		18,770/-
7	2012-13	Q1	26Q	120/-
		Q2		1,960/-
		Q3		3,550/-
		Q4		17,380/-
		Q4	24Q	12,650/-
8	2011-12	Q1	26Q	330/-
9	2010-11	Q1	26Q	330/-
		Q2		1,770/-
10	2009-10	Q4	26Q	7,830/-
Total				1,12,260/-

ii. Outstanding Indirect Tax Proceedings

NIL

6. Actions by Statutory/Regulatory Authorities involving our Company

NIL

B. LITIGATION BY OUR COMPANY

1. Litigation involving Civil Laws

NIL

2. Litigation involving Criminal Laws

i) Prostarm Micronova Systems Private Limited vs. Vision India Software Exports Limited & Ors. [S.C.C./1488/2017]

Vision India Software Exports Ltd. ("**Vision India**") approached Our Company to provide services for carrying out a specific scope of work in a project. Our Company provided the services to Vision India; however, Vision India defaulted in payment of Rs. 3,55,02,037/- (Three Crore Fifty-Five Lakh Two Thousand and Thirty-Seven Rupees Only) in respect of the said services. Our Company to recover the defaulted amount deposited a cheque amounting to Rs. 3,00,00,000/- (Three Crores Rupees Only) as issued by Vision India. However, the said cheque was dishonored and Our Company filed criminal proceedings against Vision India and its directors before the Court of Hon'ble J.M.F.C, Vashi at C.B.D. Belapur under Section 138 read with Section 141 of Negotiable Instruments Act, 1881.

3. Litigation involving Labour Laws

NIL

4. Litigation involving Taxation

i. Outstanding Direct Tax Proceedings

NIL

ii. Outstanding Indirect Tax Proceedings

NIL

PART II – LITIGATIONS RELATING TO OUR DIRECTOR(S) AND PROMOTER(S)

A. CASES FILED AGAINST THE DIRECTOR(S) AND PROMOTER(S)

1. Litigation involving Civil / Statutory Laws

NIL

2. Litigation involving Criminal Laws

NIL

3. Litigation involving Economic Offenses

NIL

4. Litigation involving Tax Liabilities

i. Outstanding Direct Tax Proceedings:

- a. **Mr. Ram Agarwal:** As per the Letter No. ITBA/COM/F/17/2019-20/1023872014(1) dated 14.01.2020 received from the Income Tax Department by Our Promoter, demand of Rs. 2,55,875/- (Two Lakh Fifty-Five Thousand Eight Hundred and Seventy-Five Rupees Only) is outstanding. As per the reply dated 16.01.2020 filed by Our Promoter, the said demand is not maintainable as the self-assessment tax of Rs. 2,17,200/- (Two Lakh Seventeen Thousand and Two Hundred Only) has been already paid *vide* challan no. 00014 dated 05.09.2008 for the AY 2008-09, however, by mistake while paying the said amount the wrong AY 2009-10 was selected instead of 2008-09. In this regard, no further communication has been received from the Income Tax Department, thus, this is still considered as pending.
- b. **Mr. Ram Agarwal:** Assessment Order dated 09.12.2019 under Section 143 (3) of the IT Act was passed for the AY 2017-18 wherein loss claimed by Our Promoter in the Income Tax Return was reduced. Consequently, penalty proceeding under Section 274 r.w. Section 270A of the IT Act was initiated on 09.12.2019 for under-reporting of income. Our Promoter has filed reply to such proceeding on 24.12.2019 claiming that there was no intention of concealment or under-reporting of income as the loss has not been carried forward by the Promoter for the purpose of set-off against income in next years. In this regard, no further communication has been received from the Income Tax Department, thus, this is still considered as pending.

ii. **Outstanding Indirect Tax Proceedings:**

NIL

5. Actions by Statutory/Regulatory Authorities involving our Director and Promoter

- i. Our Company's Promoter, Mr. Ram Agrawal has been disqualified from directorship for a period of November 01, 2016 to October 31, 2021 by the Ministry of Corporate Affairs as our erstwhile Group Company, S K Stampings Private Limited, which has been struck off from the register of companies on 11.07.2017, did not file its financial statements or annual returns for financial years 2008-09 and 2009-10.
- ii. Mr. Tapan Ghosh, Director of the Company, was declared as defaulter on account of not filing annual return and/or balance sheet in relation to Switching Circuit Private Limited by Ministry of Corporate Affairs in October 2011. However, at present, his name is not appearing in the defaulter list as issued by the Ministry of Corporate Affairs.

B. CASES FILED BY OUR DIRECTOR(S) AND PROMOTER(S)

1. Litigation involving Civil/Statutory Laws

NIL

2. Litigation involving Criminal Laws

NIL

3. Litigation involving Economic Offenses

NIL

4. Litigation involving Tax Liabilities

NIL

PART III – LITIGATIONS RELATING TO OUR GROUP ENTITY(IES)*

***Note:** At present, Our Company has EV Swapping Private Limited as its group company. Further, in light of Schedule VI of SEBI (ICDR), the Company is required to disclose pending litigation in respect of group companies which had remaining defunct and for which application was made to the Registrar of Companies' for striking off the name of such group companies during the five years preceding the date of filing the draft prospectus. In light of the same, Our Company is disclosing the pending litigation relating to our current group company i.e. EV Swapping Private Limited as well as erstwhile group companies i.e. Supernova Batteries Private Limited and S K Stampings Private Limited, which were struck off from the register of companies on 26.02.2018 and 11.07.2017, respectively.

A. CASES FILED AGAINST OUR CURRENT AND ERSTWHILE GROUP ENTITY(S)

1. Litigation involving Civil / Statutory Laws

NIL

2. Litigation involving Criminal Laws

NIL

3. Litigation involving Economic Offenses

NIL

4. Litigation involving Tax Liabilities

i. Outstanding Direct Tax Proceedings:

NIL

ii. Outstanding Indirect Tax Proceedings:

NIL

5. Actions by Statutory/Regulatory Authorities involving our Group Entities

Our erstwhile Group Company, S K Stampings Private Limited, which has been struck off from the register of companies on 11.07.2017, did not file its financial statements or annual returns for financial years 2008-09 and 2009-10.

B. CASES FILED BY OUR CURRENT AND ERSTWHILE GROUP ENTITY

1. Litigation involving Civil/Statutory Laws

NIL

2. Litigation involving Criminal Laws

NIL

3. Litigation involving Economic Offenses

NIL

4. Litigation involving Tax Liabilities

NIL

PART IV – AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our material Creditors. The details pertaining to outstanding overdue to such material creditors along with the name and amount involved for each material creditors are available on the website of our Company. It is clarified that such details available on our Company's website do not form a part of this Draft Prospectus. Anyone placing reliance on any source of information including our Company's website would be doing so at their own risk.

In accordance with our Company's materiality policy, as on March 31, 2020 our Company has sixty (60) material creditors and the aggregate amount due to such material creditors is Rs. 51,38,57,983.90/- was outstanding on such date.

Below are the details of the Creditors where outstanding amounts as on 31.03.2020:

S. No	Particular	Balance as on 31.03.2020 (Rs. In Lakhs)
1.	Total Outstanding dues to Micro, Small & Medium Enterprises	NIL
2.	Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises	Rs. 5150.04 lakh
Total		Rs. 5150.04 lakh

PART V – MATERIAL DEVELOPMENTS

Except as stated in ***“Management's Discussion and Analysis of Financial Condition and Results of Operation”*** on page no. 247 of the Draft Prospectus, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 (Twelve) months.

GOVERNMENT AND OTHER APPROVALS

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

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

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, registrations, consents, permissions and approvals obtained by the Company under various Central and State Laws from the Government and various other Government agencies required for carrying out its present business:

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the Fresh Issue:

- (a). The Board of Directors has, pursuant to resolution passed at its meeting held on February 24, 2020 authorised the Issue, subject to the approval by the Equity Shareholders of our Company under the Companies Act. Subsequently, the Board of Directors approved this Draft Prospectus at their meeting held on September 28, 2020.
- (b). The Equity Shareholders of our Company have authorised the Issue, pursuant to a special resolution passed at the extra ordinary general meeting of our Company held on March 20, 2020 under the Companies Act.
- (c). Our Company has obtained approval from Emerge Platform of National Stock Exchange of India by way of a letter dated [●] to use the name of National Stock Exchange of India in this Draft Prospectus for listing of Equity Shares on the Emerge Platform of National Stock Exchange of India.
- (d). NSDL/CDSL: ISIN No.: INE0BX301013
- (e). Our Company has entered into an agreement dated December 30, 2019 with the Central Depository Services (India) Limited (**CDSL**) and the Registrar and Transfer Agent which in this case is Link Intime India Private Limited, for the dematerialization of its shares. Further, our Company has entered into an agreement dated December 26, 2019 with the National Securities Depository Limited ("**NSDL**") and the Registrar and Transfer Agent which in this case is **Link Intime India Private Limited**, for the dematerialization of its shares.

II. APPROVALS / LICENSES / PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS

A. Incorporation Related Approvals

S. No.	Nature of Registration / License	Registration / License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation as 'Prostar Micronova Power Systems Private Limited'	U31900PN2008PTC131272	Issued under Companies Act, 1956	Registrar of Companies Maharashtra, Pune	11.01.2008	26.05.2017
2.	Certificate of Incorporation as 'Prostar Micronova Power Systems Limited'	U31900PN2008PLC131272	Issued under Companies Act, 2013	Registrar of companies, Pune	26. 05.2017	28.07.2017
3.	Certificate of Incorporation as 'Prostarm Info Systems Limited'	U31900PN2008PLC131272	Issued under Companies Act, 2013	Registrar of Companies, Pune	28.07.2017	Valid till cancelled

B. Taxation Related Approvals

S. No	Nature of Registration / License	Registration / License No.	Applicable Laws	Issuing Authority	Date of Expiry
1.	Permanent Account Number (PAN)	AAECP6991N	Income Tax Act, 1961	Income Tax Department	Valid till cancelled
2.	TAN (Tax Deduction Account Number)	PNEP13552A	Income Tax Act, 1961	Income Tax Department	Valid till cancelled
Professions, Trades, Callings and Employments Act					
3.	Registration Certificate under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	27900677192P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Professional Tax Officer, Pune	Valid till cancelled

4.	Registration Certificate under Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976 ¹	29860614519	Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976	Professional Tax Officer, Karnataka	Valid till cancelled
Goods and Services Tax					
5.	GST Registration for Branch Office in Krishna, Andhra Pradesh	37AAECP6991 N1ZJ	Central Goods and Services Tax Act, 2017 and Andhra Pradesh Goods and Services Tax Act, 2017	Government of Andhra Pradesh	Valid till cancelled
6.	GST Registration for Branch Office in Kamrup, Assam	18AAECP6991 N1ZJ	Central Goods and Services Tax Act, 2017 and Assam Goods and Services Tax Act, 2017	Government of Assam	Valid till cancelled
7.	GST Registration for Branch Office in Patna, Bihar	10AAECP6991 N1ZZ	Central Goods and Services Tax Act, 2017 and Bihar Goods and Services Tax Act, 2017	Government of Bihar	Valid till cancelled
8.	GST Registration for Branch Office in Chennai, Tamil Nadu	33AAECP6991 N1ZR	Central Goods and Services Tax Act, 2017 and Tamil Nadu Goods and Services Tax Act, 2017	Government of Tamil Nadu	Valid till cancelled
9.	GST Registration for Branch Office in Okhla Phase I, New Delhi	07AAECP6991 N2ZL	Central Goods and Services Tax Act, 2017 and Delhi Goods and Services Tax Act, 2017	Government of Delhi	Valid till cancelled
10.	GST Registration for Branch Office in Ahmedabad, Gujarat	24AAECP6991 N1ZQ	Central Goods and Services Tax Act, 2017 and Gujarat Goods and Services Tax Act, 2017	Government of Gujarat	Valid till cancelled
11.	GST Registration for Branch Office in Jammu, Jammu and Kashmir	01AAECP6991 N1ZY	Central Goods and Services Tax Act, 2017 and Jammu and Kashmir Goods and Services Tax Act, 2017	Government of Jammu and Kashmir	Valid till cancelled

¹ The Company had obtained said registration in old name of the Company i.e. 'Prostar Micronova Power Systems Pvt. Ltd.' and is in the process of obtaining the said registration in the new name of the Company i.e. Prostarm Info Systems Limited'.

12.	GST Registration for Branch Office in Ranchi, Jharkhand	20AAECP6991 N1ZY	Central Goods and Services Tax Act, 2017 and Jharkhand Goods and Services Tax Act, 2017	Government of Jharkhand	Valid till cancelled
13.	GST Registration for Branch Office in Bengaluru, Karnataka	29AAECP6991 N1ZG	Central Goods and Services Tax Act, 2017 and Karnataka Goods and Services Tax Act, 2017	Government of Karnataka	Valid till cancelled
14.	GST Registration for Branch Office in Ernakulam, Kerala	32AAECP6991 N1ZT	Central Goods and Services Tax Act, 2017 and Kerala State Goods and Services Tax Act, 2017	Government of Kerala	Valid till cancelled
15.	GST Registration for Branch Office in Bhopal, Madhya Pradesh	23AAECP6991 N2ZR	Central Goods and Services Tax Act, 2017 and Madhya Pradesh Goods and Services Tax Act, 2017	Government of Madhya Pradesh	Valid till cancelled
16.	GST Registration for Registered Office in Pune, Maharashtra	27AAECP6991 N1ZK	Central Goods and Services Tax Act, 2017 and Maharashtra Goods and Services Tax Act, 2017	Government of Maharashtra	Valid till cancelled
17.	GST Registration for Branch Office in Dhenkanal, Odisha	21AAECP6991 N1ZW	Central Goods and Services Tax Act, 2017 and Odisha Goods and Services Tax Act, 2017	Government of Odisha	Valid till cancelled
18.	GST Registration for Branch Office in SAS Nagar, Punjab	03AAECP6991 N1ZU	Central Goods and Services Tax Act, 2017 and Punjab Goods and Services Tax Act, 2017	Government of Punjab	Valid till cancelled
19.	GST Registration for Branch Office in Jaipur, Rajasthan	08AAECP6991 N1ZK	Central Goods and Services Tax Act, 2017 and Rajasthan Goods and Services Tax Act, 2017	Government of Rajasthan	Valid till cancelled
20.	GST Registration for Branch Office in Malkajgiri, Telangana	36AAECP6991 N1ZL	Central Goods and Services Tax Act, 2017 and Telangana Goods and Services Tax Act, 2017	Government of Telangana	Valid till cancelled
21.	GST Registration for Branch Office	09AAECP6991 N1ZI	Central Goods and Services Tax Act, 2017 and Uttar	Government of Uttar Pradesh	Valid till cancelled

	in Lucknow, Uttar Pradesh		Pradesh Goods and Services Tax Act, 2017		
22.	GST Registration for Branch Office in Kolkata, West Bengal	19AAECP6991 N1ZH	Central Goods and Services Tax Act, 2017 and West Bengal Goods and Services Tax Act, 2017	Government of West Bengal	Valid till cancelled

A. Labour Law Related & Other Approvals

S. No	Nature of Registration / License	Registration / License No.	Applicable Laws	Issuing Authority	Date of Expiry
1.	Certificate of Importer- Exporter Code	3109011735	Ministry of Commerce and Industry Office of Jt. Director General of Foreign Trade	Foreign Trade (Development and Regulation) Act, 1992	Valid Till cancelled
2.	Udyog Aadhaar Memorandum	MH18B0011 847	Government of India, Ministry of Micro, Small and Medium Enterprises	Micro, Small and Medium Enterprises Development Act, 2006	31.03.2021
3.	Registration for Dealership of Batteries	SRO/P-II/BD-2003000457	Maharashtra Pollution Control Board	Batteries (Management and Handling) Rules, 2001	09.03.2025
4.	Registration under Employees' Provident Fund	PUPUN0305 372000	Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and Employees Provident Fund Scheme, 1952	Employees Provident Fund Organisation	Valid till cancelled
5.	Registration under Employees' State Insurance	3300049045 0000905	Employees' State Insurance Act, 1948	Sub-Regional Office, Employees' State Insurance Corporation	Valid till cancelled
Sub-Codes under Employees' State Insurance Act, 1948					
6.	Sub-code for branches situated in Punjab	1233049045 0010905	Employees' State Insurance Act, 1948	Regional Office Employees State Insurance Corporation, Chandigarh	Valid till cancelled


7.	Sub-code for branches situated in Nagpur	2333049045 0010905	Employees' State Insurance Act, 1948	Sub-Regional Office Employees State Insurance Corporation, Nagpur	Valid till cancelled
8.	Sub-code for branches situated in Mumbai	3133049045 0010905	Employees' State Insurance Act, 1948	Regional Office Employees State Insurance Corporation, Mumbai	Valid till cancelled
9.	Sub-code for branches situated in Kolkata	4133049045 0010905	Employees' State Insurance Act, 1948	Regional Office Employees State Insurance Corporation, Grant Lane, Kolkata	Valid till cancelled
10.	Sub-code for branches situated in Andhra Pradesh	6233049045 0010905	Employees' State Insurance Act, 1948	Regional Office, Employees' State Insurance Corporation, Vijayawada	Valid till cancelled
11.	Sub-code for branches situated in Ahmedabad	3733049045 0010905	Employees' State Insurance Act, 1948	Regional Office Employees State Insurance Corporation, Ahmedabad	Valid till cancelled
12.	Sub-code for branches situated in Delhi	6733049045 0010905	Employees' State Insurance Act, 1948	Sub-Regional Office Employees State Insurance Corporation, Noida	Valid till cancelled
13.	Sub-code for branches situated in Patna	4233049045 0010905	Employees' State Insurance Act, 1948	Regional Office Employees State Insurance Corporation, Patna	Valid till cancelled

B. Certifications

S. No.	Nature of Certification / Issuing Authority	Registration/ License No.	Issuing Authority	Date of Expiry
1.	Environmental management system of Prostarm Info Systems Limited complies with the requirements of ISO 14001: 2015	BN16825 / 16880	BSCIC Certifications Private limited	26.01.2021
2.	Quality Management system of Prostarm Info Systems Limited conforms to the requirements of ISO 9001: 2015	19DQFL39	ROHS Certifications Private Limited	25.07.2022
3.	The occupational health and safety management system conform to the requirements of OHSAS 18001: 2007	19DOEV91	ROHS Certifications Private Limited	11.02.2021
4.	Admitted as Corporate Associate Member of ASSOCHAM	CA-3338	Associated Chambers of Commerce and Industry of India	Valid until cancelled

III. Material licenses / approvals for which our Company is yet to apply for / Statutory Approvals / Licenses required:

S. No.	Nature of Registration/Approval	
1.	Labour Laws Related	<p>The Company has yet not obtained registration under following state shop and commercial establishment legislations wherein the Company has its branches: Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Jammu, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Odisha, Punjab, Rajasthan, Tamil Nadu, Telangana, Uttar Pradesh West Bengal and Gujarat.</p> <p>The Company has yet not obtained registration under the following state professions tax legislations wherein the Company has its branch office: Andhra Pradesh, Assam, Bihar, Jharkhand, Kerala, Madhya Pradesh, Odisha, Punjab, Tamil Nadu, Telangana, West Bengal and Gujarat.</p> <p>Since, no manufacturing activity is being carried on in Company's assembly unit located at Pune, Maharashtra, the Company has not renewed the license to work a factory under the Factories Act, 1948 in relation to the said unit.</p> <p>The Company did not obtain license to work a factory under the Factories Act, 1948 for its solar manufacturing unit at Ahmedabad, Gujarat. However, due to stiff competition from the overseas market and increased cost of manufacturing of the solar PV panels in-house,</p>

		this unit was not proved economically feasible and therefore, is currently not operational as a manufacturing unit.
2.	Tax Laws Related	The Company has not yet obtained registration under Chhattisgarh Goods and Services Tax Act, 2017 for its Chhattisgarh Branch.
3.	Intellectual Property Law	The Company is yet to obtain trademark registration of its logo 

OTHER REGULATORY AND STATUTORY APPROVALS

AUTHORITY FOR THE ISSUE

The Board of Director(s), pursuant to a resolution passed at their meeting held on February 24, 2020 authorized the Issue, subject to the approval of the shareholders of our Company under the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under the Companies Act, 2013 at an Extra Ordinary General Meeting held on March 20, 2020, authorized the Issue.

Our Company has obtained in-principle approval from the Emerge Platform of National Stock Exchange of India Limited for using its name in the Draft Prospectus pursuant to an approval letter dated [●]. For the purpose of this Issue, Emerge Platform of National Stock Exchange of India Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI, THE RBI OR OTHER GOVERNMENTAL AUTHORITIES

None of our Company, our Promoters, our Promoter Group, our Director(s) and person(s) in control of our Promoters or our Company are prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/ court.

Other than as disclosed herein, neither our Company, nor any of our Promoters, Group Companies, nor our Director(s), nor the relatives (as per the Companies Act, 2013) of our Promoters are or have been identified as willful defaulters by the RBI or any other governmental authorities.

The listing of securities of our Company has never been refused at any time by any stock exchange in India or abroad.

Association with Securities Market

We confirm that none of our Director(s) is associated with the securities market in any manner except for trading on day to day basis for the purpose of investment.

Eligibility for this Issue

Our Company is in compliance with the following conditions specified in Regulation 228 of the SEBI (ICDR) Regulations:

- (a). Neither our Company nor our Director(s), our Promoters, our Promoter Group and selling shareholders, if any, has been prohibited/ debarred from accessing or operating in the capital markets by SEBI;
- (b). Neither our Promoters nor any of our Director(s) is a promoter or a director of any other company which is debarred from accessing the capital market by the SEBI;
- (c). Neither our Promoters nor any of our Director(s) is willful defaulter; and
- (d). Neither our Promoters nor any of our Director(s) is a fugitive economic offender.

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.

Our Company is eligible for the Issue in accordance with Regulation 229 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital will be more than INR 10 Crore but less than INR 25 Crore, and we propose to list the same on the Small and Medium Enterprise Exchange (“**SME Exchange**”, in this case being the Emerge Platform of National Stock Exchange of India Limited). Further, Our Company satisfies track record and/or other eligibility conditions of NSE.

Our Company is in compliance with the following conditions specified in Regulation 230 of SEBI (ICDR) Regulations:

- (a). Our Company has made an application to one or more SME Exchange(s) for listing of its Equity Shares on such SME Exchange(s) and has chosen Emerge Platform of National Stock Exchange of India Limited (“**NSE**”) as its designated stock exchange in terms of Schedule XIX.
- (b). Our Company has entered into the tripartite agreement with a depository for facilitating trading in dematerialized mode.
- (c). The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Prospectus.
- (d). All Equity Shares held by our Promoters are in dematerialized form.
- (e). Our Company has made firm arrangements of finance through verifiable means towards seventy five per cent (75%) of the stated means of finance for the project (the object for which monies are proposed to be raised to cover the objects of the Issue) proposed to be funded from Issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals.
- (f). The amount dedicated for general corporate purposes, as mentioned in “**Objects of the Issue**” in this Draft Prospectus on page 92, does not exceed twenty-five per cent (25%) of the amount being raised by the Issuer.

We confirm that:

- (a). In accordance with Regulation 246 of the SEBI (ICDR) Regulations, SEBI has not issued any observations on our Draft Prospectus. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate as per Form A of Schedule V to SEBI (ICDR) Regulations including additional confirmations as required by SEBI at the time of registration with the Registrar of Companies in Form G of Schedule V to SEBI (ICDR) Regulations.
- (b). The face value of Equity Shares of Our Company is Rs. 10 /- (Rupees Ten only) for each Equity Shares. As detailed in the chapter “**Capital Structure**” on page 73 of this Draft Prospectus.

- (c). Price of the Equity Shares is not less than the face value of the Equity Shares. For further details pertaining to pricing of Equity Shares please refer to **“Capital Structure”** on page 73 of this Draft Prospectus.
- (d). In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue has been hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten more than fifteen per cent (15%) of the total Issue size. For further details pertaining to said underwriting please refer to **“General Information – Underwriting”** on page 68 of this Draft Prospectus.
- (e). In accordance with Regulation 261 of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three (3) years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see the chapter titled **“General Information”** beginning on page 60 of this Draft Prospectus.
- (f). In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If the Equity Shares are not allotted and/or the application monies are not refunded or unblocked within such time as may be specified by SEBI, our Company shall pay interest at the rate of fifteen (15%) per annum and within eight (8) days.
- (g). Our Company, our Promoters and our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- (h). There has been no change in the promoter/s of the Company in the preceding one (1) year from date of filing an application to Emerge Platform of National Stock Exchange of India Limited for Listing.
- (i). The post-issue paid up capital of our Company will be INR 1237.16 Lakhs. For further information refer to the chapter **“Capital Structure”** beginning on page no. 73 of this Draft Prospectus,
- (j). Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- (k). There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.
- (l). We confirm that no material regulatory or disciplinary action by a stock exchange or regulatory authority has been taken in the past three years against our Company.
- (m). We have a website: www.prostarm.com
- (n). We confirm that nothing in this Draft Prospectus is contrary to the provisions of Companies Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations made thereunder.

- (o). We confirm that Lead Manager, Holani Consultants Private Limited is not an associate as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 of our Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange/s.

Disclosures by Our Company

Our Company hereby disclose the following:

- (a). Our Company's Promoter, Mr. Ram Agrawal has been disqualified from directorship for a period of November 01, 2016 to October 31, 2021 by the Ministry of Corporate Affairs as our erstwhile Group Company, S K Stampings Private Limited, which has been struck off from the register of companies on 11.07.2017, did not file its financial statements or annual returns for financial years 2008-09 and 2009-10.
- (b). Mr. Tapan Ghose, Director of the Company, was declared as defaulter on account of not filing annual return and/or balance sheet in relation to Switching Circuit Private Limited by Ministry of Corporate Affairs in October 2011. However, at present, his name is not appearing in the defaulter list as issued by the Ministry of Corporate Affairs.

Compliance with Part A of Schedule VI of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS 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 DRAFT PROSPECTUS. THE LEAD MANAGER HOLANI CONSULTANTS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER, HOLANI CONSULTANTS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, HOLANI CONSULTANTS PRIVATE LIMITED HAS FURNISHED

TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATIONS, 2018.

THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY 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, HOLANI CONSULTANTS PRIVATE LIMITED ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.

Note:

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Pune, in terms of Section 26 of the Companies Act 2013.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTOR(S) AND THE LEAD MANAGER

Our Company, its Director(s) and the Lead Manager accepts no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our instance of our Company and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the Lead Manager and our Company dated [●] and the Underwriting Agreement dated [●] entered into between the Underwriter and our Company and the Market Making Agreement dated [●] entered into among the Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The Lead Manager and its associates and affiliates may engage in transactions with, and perform services for our Company and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our affiliates or associates for which they have received, and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire 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 not minors, except through their legal guardian) HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, AIF, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with IRDA, provident fund with minimum corpus of 2,500 Lakhs, pension fund with minimum corpus of 2,500 lakhs, NIF set up by resolution no. F. No. 2/3/2005-DDII dated 23rd November 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company this Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Pune, Maharashtra India only.

No action has been or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

DISCLAIMER OF THE SME PLATFORM OF NSE

As required, a copy of this Issue Document has been submitted to Emerge Platform of National Stock Exchange of India Limited. NSE has given *vide* its letter dated [●] permission to the Company to use the exchange's name in this Draft Prospectus as one of the stock exchanges on which this Company's securities are proposed to be listed. The exchange has scrutinized draft issue document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the issue document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this issue document; nor

does it warrant that this Company's securities will be listed or will continue to be listed on NSE; nor does it take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which maybe suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

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 ("**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 under 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 outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, to any 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

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Prospectus in term of Regulation 246 of SEBI (ICDR) Regulations. However, a copy of the Draft Prospectus shall be filed with SEBI at the Corporate Finance Department at their Office situated at Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration with the Registrar of Companies, Pune (Maharashtra)

LISTING

An application shall be made to Emerge Platform of National Stock Exchange of India Limited (i.e. Emerge Platform of NSE) for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its Emerge Platform of NSE after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the Emerge Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the prospectus. The allotment letters

shall be issued or application money shall be refunded / unblocked within eight (8) days from the closure of the Issue or such lesser time as may be specified by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent (15%) per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at Emerge Platform of National Stock Exchange of India Limited are taken within six (6) Working Days of the Issue Closing Date.

The Company has obtained approval from NSE *vide* letter dated [●] to use the name of NSE in this Draft Prospectus for listing of equity shares on Emerge Platform of National Stock Exchange of India.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013, includes, for frauds involving an amount of at least Rs. 10,00,000/- or one per cent. of the turnover of the company, whichever is lower, imprisonment for a term of not less than six (6) months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three (3) years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where the fraud involves an amount less than Rs. 10,00,000/- (Rupees Ten lakhs only) or one per cent (1%) of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five (5) years or with fine which may extend to Rs. 50,00,000/- (Rupees Fifty lakhs only) or with both.

CONSENTS

Consents in writing of the Director(s), the Promoter, Chief Financial Officer, the Company Secretary & Compliance Officer, the Statutory Auditor, the Banker to the Company, the Lead Manager, Registrar to the Issue, Banker to the Issue, Sponsor Bank, Refund banker Legal Advisor to the Issue, Underwriter to the Issue and Market Maker 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 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

EXPERT OPINION

Except for the reports in the section ***“Financial Statements as Restated”*** of the Company and ***“Statement of Possible Tax Benefits”*** on page 194 and page 103 of this Draft Prospectus from the Statutory Auditor and Peer Review Auditors, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditors and Statutory Auditor for inclusion of their name. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

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.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five (5) years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

DETAILS OF PUBLIC/ RIGHTS ISSUES BY LISTED GROUP COMPANIES, SUBSIDIARIES AND ASSOCIATE IN THE LAST THREE YEARS

As on the date of this Draft Prospectus, none of our Group Companies, Subsidiaries or Associate is listed or has made any application for listing on any stock exchange in India or overseas.

Performance vis-à-vis objects

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGER

Holani Consultants Private Limited, our Lead Manager, has been issued a certificate of registration dated 31st January 2018 by SEBI as Merchant Banker Category 1 with registration no. INM000012467. Given below is the statement on price information of past issues handled by Holani Consultants Private Limited.:

TABLE 1: DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY HOLANI CONSULTANTS PRIVATE LIMITED

S. No.	Issue Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	E2E Networks Limited	2,199.06/-	57/-	May 15, 2018	85/-	33.24% [0.51%]	60.53% [5.81%]	23.16% [-2.01%]
2.	Lagnam Spintex Limited	2,460.00/-	41/-	September 18, 2018	41/-	-56.71% [-7.32%]	-59.27% [-4.20%]	59.88% [1.31%]
3.	G. K. P. Printing & Packaging Limited	657.92/-	32/-	May 08, 2019	34.20	40.63% [4.61%]	14.06% [-2.88%]	8.75% [6.29%]

Sources: All the shares price data is from: www.bseindia.com and www.nseindia.com

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPO	Total amount of funds raised (In Rs. Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at premium- 180 th calendar days from listing		
			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%
2018 – 19	2*	4659.06	1	Nil	Nil	Nil	1	Nil	1	Nil	Nil	Nil	Nil	1
2019 – 20	1@	657.92	Nil	Nil	Nil	Nil	1	Nil	Nil	Nil	Nil	Nil	Nil	1

* The script of E2E Networks Ltd got listed on May 15, 2018.

*The script of Lagnam Spintex Ltd got listed on September 18, 2018.

@The script of G. K. P. Printing & Packaging Ltd got listed on May 08, 2019.

Note:

- 1) Benchmark Index considered as Sensex 30 Index and Nifty 50 Index.
- 2) Prices on NSE/BSE are considered for all of the above calculations.
- 3) In case 30th/90th/180th day is a holiday, closing price on NSE/BSE of the previous trading day has been considered.
- 4) In case 30th/90th/180th day, scrips are not traded then closing price on NSE/BSE of the previous trading day has been considered.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed Link Intime India 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, Link Intime India 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-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will constitute Stakeholders Relationship Committee in the meeting of our Board of Director(s) before listing of Equity Shares on Stock Exchange. For further details on the Committees, please refer to the section titled “**Our Management**” beginning on page 162 of this Draft Prospectus.

Our Company has appointed Mrs. Payal Jain as the Compliance Officer to redress the complaints, if any, of the investors participating in the Issue. Contact details for our Compliance Officer are as follows:

Name: Mrs. Payal Jain

Address: EL-35, Mahape, TTC Industrial Area, Navi Mumbai-400701

Tel: +91 96364 97707

Email: cs@prostarm.com

Website: www.prostarm.com

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. Pursuant to the press release no. PR. No. 85/2011 dated 8th June 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.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three (3) years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS THE COMPANY

As on the date of this Draft Prospectus, our Company does not have any Listed Group Company.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Draft Prospectus, Prospectus, the Abridged Prospectus, Application Form, the Revision Form, the CAN / the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, 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 FIPB, the Stock Exchange, the RBI, RoC and /or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

AUTHORITY FOR THE ISSUE

The Issue of Equity Shares has been authorized by the Board of the Directors of our Company at their meeting held on February 24, 2020 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held on March 20, 2020 in accordance with provisions of the Companies Act, 2013.

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association, SEBI Listing Regulations, SEBI ICDR Regulations, SCRA and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “**Main Provisions of Articles of Association**” beginning on page no. 347 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Memorandum and Articles of Association and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Issued Shares), will be payable to the applicants who have been Allotted Issued Shares, for the entire year, in accordance with applicable law. For further details, please refer to the chapter titled **“Dividend Policy”** beginning on page 193 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10/- each and the Issue Price is Rs. 30/- per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled **“Basis for Issue Price”** beginning on page 100 of this Draft Prospectus. At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled **“Main Provisions of Articles of Association”** beginning on page number 347 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialized form. As per the SEBI (ICDR) Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated December 26, 2019 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated December 30, 2019 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialized form, the tradable lot is 4,000 Equity Share. Allotment in this Issue will be only in electronic form in multiples of 4,000 Equity Share subject to a minimum Allotment of 4,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Pune, Maharashtra India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013 the sole applicant, or the first applicant along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicant, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) To register himself or herself as the holder of the Equity Shares; or
- b) To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated date, amounts that have been credited to the public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is registered with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue / Offer for sale of the Equity Shares, our Company shall file a fresh Draft Prospectus with Stock Exchange.

ISSUE PROGRAMME

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

Event	Indicative Date
Issue Opening Date	[•]
Issue Closing Date	[•]
Finalization of Basis of Allotment with the Designated Stock Exchange	[•]
Unblocking of Funds from ASBA Accounts	On or before [•]
Credit of Equity Shares to Demat Accounts of Allottees	On or before [•]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [•]

The above timetable is indicative and does not constitute any obligation on our Company, and the Lead Manager.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the LM will submit reports of compliance with T+6 listing timelines and activities, identifying non – adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Prospectus may result in changes to the above – mentioned timelines. Further, the Issue procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Application

Issue Period (except the Issue Closing Date)	
Submission and revision in Application	Only between 10.00 a.m. to 5.00 p.m. Indian Standard Time ("IST")
Issue Closing Date	
Submission and revision in Application	Only between 10.00 a.m. to 3.00 p.m. IST

On the Issue Closing Date, the Application shall be uploaded until:

- 4.00 p.m. (Indian Standard Time) for Application by Non – Institutional Investor and QIB, if any; and
- Until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, in case of Application received by Retail Individual Investors.

On the Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Application received from Retail Individual Investors after taking into account the total number of Application received and as reported by the LM to the Stock Exchanges.

It is clarified that Application not uploaded on the electronic bidding system or in respect of which the full Application Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the applications on the Issue Closing Date, the applicants are advised to submit their application one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Time.

Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offering, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software / hardware system or otherwise. Any time mentioned in this Draft Prospectus is Indian Standard Time.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the application (Issue) period disclosed in the prospectus, for a minimum period of three working days, subject to the Application / Issue Period not exceeding 10 working days.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular applicant, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and 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 Draft Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Issue including devolvement of Underwriters, if any, within sixty (60) days from the date of the closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this

period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260(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 Issue through the Draft Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268 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, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000/- (Rupees One Lakh) per application.

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

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of National Stock Exchange of India Limited from SME Exchange on a later date subject to the following:

If the Paid-up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the Paid-up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor 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 issued through this Issue are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on EMERGE Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “**General Information**” beginning on page 60 of this Draft Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 4,000 equity shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on EMERGE Platform of National Stock Exchange of India Limited.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO.

However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deeply discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for (i) lock-in of the pre-Issue Equity Shares, (ii) the minimum Promoters' contribution and (iii) as provided in "**Main Provisions of Articles of Associations**" beginning on page 347 of this Draft Prospectus, there are no restrictions on transfers of Equity Shares. Further, there are no restrictions on transmission of shares / debentures and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "**Main Provisions of Articles of Association**" beginning on page 347 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under a laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-issue face value capital is more than Ten crores rupees and upto Twenty-Five crores. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such Issue, please refer to the chapter titled **"Terms of the Issue"** and **"Issue Procedure"** beginning on page 302 and 313 of this Draft Prospectus.

Following is the Issue structure:

Initial Public Issue of 32,88,000 Equity Shares of face value of Rs. 10/- each ("**Equity Shares**") fully paid for cash at a price of Rs. 30/- (including a premium of Rs. 20/-) aggregating to Rs. 986.40 Lakhs. The Issue comprises a reservation of 1,68,000 Equity Shares of Rs. 10/- each for subscription by the designated Market Maker ("**the Market Maker reservation Portion**"). The Issue less Market Maker Reservation Portion i.e Net Issue to the public of 31,20,000 Equity shares (the "Net Issue"). The Issue and Net Issue will constitute 26.58 % and 25.22% of the post-issue paid-up Equity Share capital of our Company.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations and through the Fixed Price method.

Particulars	Retail Individual Applicants	Other Than Retail Individual Applicants	Market Maker Reservation Portion
Number of Equity Shares	15,60,000 Equity shares	15,60,000 Equity shares	1,68,000 Equity shares
Percentage of Issue Size / Net Issue Size available for allocation	50% of Net Issue Size	50% of Net Issue Size	5.11% of Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 4000 equity shares and in multiple of 4000 equity shares thereof, as explained in the chapter titled " Issue Procedure " beginning on page 313 of this Draft Prospectus.	Proportionate	Firm Allotment
Mode of Application	Through ASBA Process or by using UPI ID for payment	Through the ASBA Process only	Through the ASBA Process only
Minimum Application Size	4000 Equity Shares	Such number of Equity Shares in multiple of 4000 Equity Shares so that the	1,68,000 Equity Shares

		Application amount exceeds Rs. 2,00,000/-	
Maximum Application Size	4000 Equity Shares such that the Application amount does not exceed Rs. 2,00,000	Such number of Equity Shares in multiples of 4000 Equity Shares not exceeding the size of the Issue, subject to limits as applicable to the Applicants	1,68,000 Equity Shares
Mode of Allotment	Compulsorily in Dematerialized mode		
Trading Lot	4000 Equity Shares and in multiples thereof	4000 Equity Shares and in multiples thereof	4000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of Payment	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the ASBA Form at the time of submission of the ASBA Form, or in the UPI-linked bank account in the case of Retail Individual Applicant using the UPI Mechanism.		

1. Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

a) Minimum fifty per cent 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;

Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

2. In terms of Rule 19(2)(b)(i) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up share capital of our company. The issue is being made through fixed price mechanism where allotment to public shall be made as per Regulation 253 of the SEBI (ICDR) Regulations.

In case of joint Bids, the bid application form should contain only the name of first bidder whose name should also appear as the first holder of the beneficiary account held in joint names.

The signature of only such first Bidder would be required in the Bid application form and such first Bidder would be deemed to have signed on behalf of the Joint Holders.

ISSUE PROCEDURE

All Applicants should review the General Information Document, for Investing in Public Issues” prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI, modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 notified by SEBI, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016, SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019 (“General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to public issue. The General Information Document shall be made available on the website of the Stock Exchange, the Company and the Lead Manager before opening of the Issue Period. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum application size; (iii) price discovery and allocation; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Issue; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner.

From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, with respect to by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. Further SEBI through its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8th 2019 has extended the timeline for implementation of Phase II till March 31, 2020.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this Section and is not liable for any amendment,

modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and UPI ID (for RII Applicant Application using the UPI mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. 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.

PHASED IMPLEMENTATION OF UPI FOR APPLICATIONS BY RETAIL INDIVIDUAL APPLICANTS AS PER THE UPI CIRCULAR

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (collectively the "UPI Circular") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- **Phase I:** This phase was applicable from January 1, 2019 and till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.
- **Phase II:** This phase has become applicable from July 1, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, physical submission of the Application Form by a Retail Individual Applicant through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will compulsorily be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.
- **Phase III:** Subsequently, under this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the Lead Manager.

APPLICATION FORM

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Copies of the Application Form will be available at the offices of the Lead Manager, the Designated Intermediaries at Application Locations, and Registered Office & Corporate Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange(s), namely, NSE (www.nseindia.com) at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

ASBA Applicant shall ensure that the Application are made on Application Forms bearing the stamp of the syndicate member / SCSBs / RTA / DPs / stock brokers, submitted at the Collection Centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

**excluding electronic application form.*

Applicants shall only use the specified Application Form for the purpose of making an application in terms of this Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant Application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants are required to submit their applications only through any of the following Designated Intermediary:

- i) an SCSB, with whom the bank account to be blocked, is maintained;
- ii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker');
- iii) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv) 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)

Retails investors submitting application with any of the entities at (ii) to (iv) above (hereinafter referred as 'Designated Intermediaries'), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of an application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment.	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment.	<p>After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPIID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/ClientID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DPID/Client ID or Pan ID can be modified but not B OTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Designated Intermediary, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Draft Prospectus and Application Forms

The Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, and offices of Lead Manager to the Issue and Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of SCSBs (via Internet Banking) and Stock Exchange(s) i.e. www.nseindia.com at least one day prior to the Application /Issue Opening Date.

WHO CAN APPLY?

- Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of 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 as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartall. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant 's category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- 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;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

In addition to the category of Bidders set forth above, the following persons are also eligible to invest in Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non-Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.

Applications not to be made by:

- Minors (except under guardianship)
- Partnership firms or their nominees
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

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.

Maximum and Minimum Application Size

The applicants in this Issue, being a fixed price, will be categorized into two:

a) For Retail Individual Applicants

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs.2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

b) For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However,

the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non – Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The 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 Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

PARTICIPATION BY ASSOCIATED / AFFILIATES OF LEAD MANAGER

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates / affiliates of the Lead Manager may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

OPTION TO SUBSCRIBE IN THE ISSUE

- As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is

registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non – repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S / FPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager.

Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis.

Allotment of equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

- 1) Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted nonconvertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

- 2) Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
- 3) In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - i) Any transactions in derivatives on a recognized stock exchange;
 - ii) Short selling transactions in accordance with the framework specified by the Board;
 - iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv) Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stockbrokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i) transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii) sale of securities in response to a letter of Issue sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii) sale of securities in response to an Issue made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - v) divestment of securities in response to an Issue by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts

or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

- vi) Any application for, or acquisition of, securities in response to an Issue for disinvestment of shares made by the Central Government or any State Government;
 - vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - viii) Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:
- Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.
 - Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
- 4) The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
- 5) The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 6) In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 7) A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
- 8) No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
 - b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe otherwise wise deal in offshore derivatives instruments directly or indirectly:

Provided further that, no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

- 9) A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
- 10) Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
- 11) Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
- 12) The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
- 13) A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
- 14) A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Application by HUFs

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 may be considered at par with Applications from individuals.

APPLICATIONS BY FPI INCLUDING FIIs

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' are 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, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue 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 followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which maybe 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 investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to 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 recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to the following conditions:

- a) Offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- b) Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

APPLICATIONS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY SEBI REGISTERED VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category IIIAIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

APPLICATIONS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

- *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- *The entire group of the investee company:* Not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- *The industry sector in which the investee company operates:* Not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and / or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company, 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 Draft Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the application Form, failing which our Company reserve the right to reject any Application by a banking company without assigning any reason.

Application Form, failing which, our Company reserve the right to reject any Application by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks 'interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

APPLICATIONS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making an application in public issues and clear demarcated funds should be available in such account for such applications.

INFORMATION FOR THE APPLICANTS

- Our Company will register the Prospectus with the RoC at least three working days before the Issue Opening Date.
- Our Company shall, after registering the Prospectus with the RoC, make a pre- Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.
- Any Applicant who would like to obtain the Draft Prospectus and / or the Application Form can obtain the same from our Registered Office or Corporate Office of our Company or from the office our Lead Manager
- Applicants who are interested in subscribing to the Equity Shares should approach any of the Designated Intermediary or their authorized agent(s).
- Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
- The Application Form can be submitted either in physical or electronic mode, to the Designated Intermediary. Further Designated Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
- 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 an application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
- The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

- 1) Applicants are required to submit their applications only through any of the following Designated Intermediary:
 - i) an SCSB, with whom the bank account to be blocked, is maintained
 - ii) 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')
 - iii) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
 - iv) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Issue Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Draft Prospectus.

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Designated Intermediary. Submission of a second Application Form to either the same or to another Designated Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

- 2) The intermediaries shall, at the time of receipt of an application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.
- 3) The upload of the details in the electronic system of stock exchange and post that blocking of funds will be done by as given below

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment.	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the

	respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment.	<p>After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPIID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

- 4) Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.
- 5) The Applicant cannot make an application through another Application Form after Applications through one Application Form have been submitted to a LM or the SCSBs. Submission of a second Application Form to either the same or to another LM or SCSB will be treated as multiple Application and is liable to be rejected either before entering the Application into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Applicant can revise the Application through the Revision Form.
- 6) The Lead Manager / the SCSBs will enter each Application option into the electronic bidding system as a separate Application and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Applicant. Therefore, an Applicant can receive up to three TRSs for each Application Form.

Terms of Payment

The entire Issue price of Rs. 30/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar, to the Public Issue Account. The balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Banker to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The applicants shall specify the bank account number in 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 Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

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 Issue 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. (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.
- 4) Neither the Lead Manager nor our Company nor the Registrar to the Issue, 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 Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue 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 Issue 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 Members, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	UPI ID (in case of Retail Individual Investor)
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

- 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 in the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - UPI ID (in case of Retail Individual Investor)
 - Number of Equity Shares applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue 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 abovementioned 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 this Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
- 12) The permission given by the Stock Exchange 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 Exchange; 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 Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 13) The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID, UPI ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID, UPI ID and PAN, then such applications are liable to be rejected.
- 14) The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
- 15) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

ALLOCATION OF EQUITY SHARES

- The Issue is being made through the Fixed Price Process wherein 1,68,000 Equity Shares shall be reserved for Market Maker and 15,60,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non-Retail Applicants.
- Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- Allocation to Non-Residents, including Eligible NRIs, Eligible OFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- Allotment status details shall be available on the website of the Registrar to the Issue.

WITHDRAWAL OF APPLICATIONS

- RIIs can withdraw their Applications until Application/ Issue Closing Date. In case a RII wishes to withdraw the Application during the Application/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.
- The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Applications at any stage.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- Our Company has entered into an Underwriting agreement dated [●].
- A copy of the Prospectus will be registered with the RoC in terms of Section 26 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National daily Newspaper; (ii) Hindi National daily Newspaper; and (iii) Regional Newspaper, each with wide circulation at the place where the Registered Office of the Company is situated. In the pre-Issue advertisement, we shall state the Application Opening Date and the Application Closing Date and the price along with the necessary details subject to Regulation 250 of the SEBI ICDR Regulations. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

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;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Application Centres;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. Ensure that the category and the investor status are indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID (as applicable in Retail Individual Investors) in the Application Form;
- Ensure that you have requested for and receive an acknowledgement;
- All applicants should submit their applications through the ASBA process only.
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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 Banker to of the Issue.
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary. Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and / or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;

- Do not submit an Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not submit more than one Application Forms per ASBA Account.
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

INSTRUCTION FOR COMPLETING THE APPLICATION FORM

In addition to the instructions for completing the Application Form provided in the General Information Document, Applicants are requested to note the additional instructions provided below:

- Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applications must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).
- ASBA Applications must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Draft Prospectus and in the ASBA Form.
- Applications on a repatriation basis shall be in the names of individuals, or in the name of Eligible NRIs, FPIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees. Applications by Eligible NRIs for an Application Amount of up to Rs. 200,000 would be considered under the Retail Portion for the purposes of allocation and Applications for an Application Amount of more than Rs. 200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected. Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at EMERGE Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 4 (four) and 6 (Six) days respectively of the Issue Closing Date;
- The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, *shall be liable for action under Section 447.*"

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated December 26, 2019 among NSDL, the Company and the Registrar to the Issue; and
- Agreement dated December 30, 2019 among CDSL, the Company and the Registrar to the Issue;
- The Company's shares bear ISIN No: INE0BX301013

NAMES OF ENTITIES RESPONSIBLE FOR FINALIZING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorized employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one percent of the Net Issue may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants, Eligible Employees and Market Maker shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

PROCEDURE AND TIME OF SCHEDULE FOR ALLOTMENT AND DEMAT CREDIT

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.

- The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful applicants Depository Account which will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

BASIS OF ALLOTMENT

a) For Retail Individual Applicants

Applications received from the Retail Individual Applicants at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Applicants will be made at the Issue Price.

The Net Issue size less Allotment to Non-Institutional Investors shall be available for Allotment to Retail Individual Applicants, who have Application in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 15,60,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Applicants to the extent of their valid Applications.

If the aggregate demand in this category is greater than 15,60,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 15,60,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b) For Non-Institutional Applicants

Applications received from Non-Institutional Applicants at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Applicants will be made at the Issue Price.

The Net Issue size less Allotment to Retail Investors shall be available for Allotment to Non- Institutional Applicants who have Application in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 15,60,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Applicants to the extent of their demand.

In case the aggregate demand in this category is greater than 15,60,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 15,60,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the Registrar to the Issue shall instruct the SCSBs or Sponsor Bank to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

- That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange. Where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
- That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That our Promoter 's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares Offered through the Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;

- That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- If our Company does not proceed with the Issue after the Application / Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within days of the Application / Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- If our Company withdraws the Issue after the Application / Issue Closing Date, our Company shall be required to file a fresh Draft Prospectus with the Stock exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
- If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

- All monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized
- Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchange where listing is sought has been received.
- The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government, the FDI Policy, FEMA and rules and regulations made thereunder. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular. The Government has also enacted Foreign Exchange Management (Non-debt Instruments) Rules, 2019 in supersession of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018.

Investment by Foreign Portfolio Investors (FPIs)

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through Issue, subject to total FPI investment being within the individual FPI investment limit of below 10% of the paid-up equity capital of the Indian Company on a fully diluted basis and subject to the aggregate limit of all FPIs put together being 24% of the paid-up equity capital of the Indian company. However, this aggregate limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

With effect from the April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

Subscription by Non-Resident Indians (NRI) or Overseas Citizen of India (OCI) on Repatriation Basis

As per Schedule 3 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, a NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorized dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

Investment by NRI or OCI on Non-Repatriation Basis

As per Schedule 4 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, purchase by a NRI/ OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, on non-repatriation basis of shares and convertible debentures or warrants issued by a company without any limit either on the stock exchange or outside, it will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. However, NRI/ OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, is prohibited from making any investment, under Schedule 4, in capital instruments or units of a Nidhi company or a company engaged in agricultural/ plantation activities or real estate business or construction of farm houses or dealing in transfer of development rights.

Investment by other Non-Residents

As per Schedule 1 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, a person resident outside India may purchase of capital instruments of a listed Indian company on a stock exchange in India provided the person resident outside India making the investment has already acquired control of such company in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and continues to hold such control and the amount of consideration may be paid as per the mode of payment prescribed in Schedule 1 or out of the dividend payable by Indian investee company in which the person resident outside India has acquired and continues to hold the control in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 provided the right to receive dividend is established and the dividend amount has been credited to a specially designated non-interest bearing rupee account for acquisition of shares on the recognized stock exchange.

Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

No person shall make an application in the Issue, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

The Equity Shares offered in the Issue 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 investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the 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 LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION VIII

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

S. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicability.
Interpretation Clause		
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *"The Company" shall mean Prostarm Info Systems Limited	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator

S. No	Particulars	
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents

S. No	Particulars	
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	(a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
	(b) The minimum paid up Share Capital of the Company shall be Rs. 5,00,000/- or such higher sum as may be prescribed in the Act from time to time	
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non-Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable	Redeemable Preference Shares

S. No	Particulars	
	<p>preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.</p>	
8.	<p>The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p>	<p>Voting rights of preference shares</p>
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	<p>Provisions to apply on issue of Redeemable Preference Shares</p>
10.	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p>	<p>Reduction of capital</p>

S. No	Particulars	
	(c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division and Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall	Issue of Depository Receipts

S. No	Particulars	
	have power to issue depository receipts in any foreign country.	
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
MODIFICATION OF CLASS RIGHTS		
18.	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	Modification of rights
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari – passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company	Shares at the disposal of the Directors.

S. No	Particulars	
	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.	
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as fully paid-up
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.

S. No	Particulars	
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name	Share Certificates.

S. No	Particulars	
	<p>of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
29.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	Issue of new certificates in place of those defaced, lost or destroyed.
30.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-</p>	The first named joint holder deemed Sole holder.

S. No	Particulars	
	holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the	Directors may make calls

S. No	Particulars	
	amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed	Proof on trial of suit for money due on shares.

S. No	Particulars	
	<p>to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p>	
43.	<p>Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.</p>	<p>Judgment, decree, partial payment motto proceed for forfeiture.</p>
44.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<p>Payments in Anticipation of calls may carry interest</p>

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	LIEN	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time	If call or installment not paid, notice may be given.

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	as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Terms of notice.
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.

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53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favor, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive	Forfeiture may be remitted.

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	the same, or on any other terms which the Director may deem reasonable.	
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
TRANSFER AND TRANSMISSION OF SHARES		
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the	Transfer not to be registered except on production of instrument of transfer.

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	satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.

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69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	Recognition of legal representative.
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to	Titles of Shares of deceased Member

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	indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer. (transmission clause).
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the	Company not liable for disregard of a notice prohibiting registration of transfer.

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	prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
NOMINATION		
80.	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	Nomination
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p>	Transmission of Securities nominee by

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	<p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	
	DEMATERIALIZATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialization of Securities
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to	Delivery certificate of and

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	such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	giving of notices to first named holders.
SHARE WARRANTS		
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
86.	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants
87.	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	Privileges and disabilities of the holders of share warrant
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
CONVERSION OF SHARES INTO STOCK		
89.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	Conversion of shares into stock or reconversion.

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90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.
BORROWING POWERS		
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided	Issue of discount etc. or with special privileges.

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	that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favor such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
MEETINGS OF MEMBERS		
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in	Extra-Ordinary General Meeting by

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	compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	<p>a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	Chairman with consent may adjourn meeting.
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting,	Chairman's casting vote.

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	have casting vote in addition to the vote or votes to which he may be entitled as a Member.	
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
VOTES OF MEMBERS		
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions	Postal Ballot

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	relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114.	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorize such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.

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118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and	Time for objections to votes.

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	every vote not disallowed at such meeting shall be valid for all purposes.	
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
126.	(a)The Following shall be the First Directors of the Company: 1. Ram Agarwal 2. Sonu Shyamsunder Agarwal (b) The Company in General Meeting may from time to time increase or reduce the number of Directors within the limit fixed as above.	First Directors
127.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
128.	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	Nominee Directors.

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129.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
131.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
132.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
133.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
PROCEEDING OF THE BOARD OF DIRECTORS		
134.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.

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135.	<p>a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	Chairperson
136.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
137.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
138.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
139.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
140.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	Chairperson of Committee Meetings

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141.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
142.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
RETIREMENT AND ROTATION OF DIRECTORS		
143.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
POWERS OF THE BOARD		
144.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
145.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or	To acquire any property, rights etc.

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	company carrying on the business which this Company is authorised to carry on, in any part of India.	
(2)	Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
(3)	To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
(4)	At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
(5)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going	To secure contracts by way of mortgage.

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	concern and its uncalled capital for the time being or in such manner as they think fit.	
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
(12)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
(13)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
(14)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
(15)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.

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	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	Transfer to Reserve Funds.
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic	To appoint and remove officers and other employees.

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	advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favor of the members or any of the members of any local Board established as aforesaid or in favor of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favor of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other	To effect contracts etc.

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	contracts within the scope of the business of the Company.	
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either	

S. No	Particulars	
	by reason of locality of operation, or of the public and general utility or otherwise.	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	

S. No	Particulars	
	MANAGING AND WHOLE-TIME DIRECTORS	
146.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	Powers to appoint Managing/ Whole time Directors.
147.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing or Whole-time Director.
148.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors</p>	Powers and duties of Managing Director or Whole-time Director.

S. No	Particulars	
	<p>in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole time Director or Whole time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
149.	<p>a) Subject to the provisions of the Act, —</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	Board to appoint Chief Executive Officer / Manager / Company Secretary / Chief Financial Officer
	THE SEAL	
150.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.	The seal, its custody and use.

S. No	Particulars	
	(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	
151.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
Dividend and Reserves		
152.	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits.
153.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
154.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the	Transfer to reserves

S. No	Particulars	
	company) as the Board may, from time to time, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	
155.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
156.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
157.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
158.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
159.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
160.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
161.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
162.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
163.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who	Dividends how remitted.

S. No	Particulars	
	is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	
164.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
165.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
CAPITALIZATION		
166.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii). (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares. (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	Capitalization.
167.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall — (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and (b) generally to do all acts and things required to give effect thereto. (2) The Board shall have full power -	Fractional Certificates.

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	<p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
168.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
169.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.</p>	Inspection of Accounts
FOREIGN REGISTER		
170.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping	Foreign Register.

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	of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	
	DOCUMENTS AND SERVICE OF NOTICES	
171.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
172.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
173.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	INDEMNITY	
174.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including	Directors' and others right to indemnity.

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	expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
175.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others
SECRECY		
176.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the	Access to property information etc.

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	<p>Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus to be filed with the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at **SR No. 321, Patil Nagar, Bavdhan Budruk Pune Maharashtra – 411021 India**, from date of filing of the Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

- Issue Agreement dated [●] entered into among our Company and the Lead Manager;
- Registrar to the Issue agreement dated September 07, 2020 entered into among our Company and Registrar to the Issue;
- Underwriting Agreement dated [●] entered into among our Company, the Lead Manager and Underwriter;
- Market Making Agreement dated [●] entered into among our Company, Market Maker and the Lead Manager;
- Banker to the Issue Agreement dated [●] entered into amongst our Company, the Lead Manager, Banker to the Issue, Sponsor Bank and the Registrar to the Issue;
- Tripartite agreement dated December 26, 2019 entered into among the NSDL, our Company and Registrar to the Issue;
- Tripartite agreement dated December 30, 2019 entered into among the CDSL, our Company and Registrar to the Issue.

Material Documents

- Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time;
- Copy of resolution of the Board of Directors dated February 24, 2020 in relation to the Issue and other related matters;
- Copy of resolution of Special Resolution of the shareholders passed at the Extraordinary General Meeting dated March 20, 2020 authorizing the Issue;
- Copy of Statement of Possible Tax Benefits dated September 16, 2020 issued by Statutory Auditor i.e. M/s. Mansaka Ravi & Associates, Chartered Accountants;

- Copy of Report of the Statutory Auditor dated September 16, 2020 on the Restated Financial Statements for the financial year ended March 31, 2020, 2019 & 2018 of our Company.
- Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Company, Legal Advisor to the Issue, Lead Manager to the Issue, Registrar to the Issue, Underwriter to the Issue, Market Maker to the Issue, Banker to the Issue, Refund Banker to the Issue and Sponsor Bank to the Issue to act in their respective capacities.
- Copy of In-Principle approval from National Stock Exchange of India Limited vide letter dated [●] to use its name in this Issue document for listing of Equity Shares.
- Copy of agreement dated
 - February 24, 2020 for appointment and remuneration of our Whole-Time Director, Mr. Raghu Ramesh Thammannashastri;
 - August 10, 2018 for appointment and remuneration of our Whole-Time Director, Mrs. Sonu Ram Agarwal; and
 - August 10, 2018 for appointment and remuneration of our Managing Director, Mr. Tapan Ghose.
- Copy of Audited Financials for the financial year ended as on March 31, 2020, 2019, & 2018 of our Company.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the regulations / guidelines issued by Securities Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued there under, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.
Signed by all the Directors of our Company.

Name & Designation	Signature
Mr. Vikas Shyamsunder Agarwal <i>Chairman & Non – Executive Director</i>	Sd/-
Mr. Tapan Ghose <i>Managing Director</i>	Sd/-
Mrs. Sonu Ram Agarwal <i>Whole – Time Director</i>	Sd/-
Mr. Raghu Ramesh Thammannashastry <i>Whole – Time Director</i>	Sd/-
CA. Harsh Jodhani <i>Independent Director</i>	Sd/-
Nehal K Gangar <i>Independent Director</i>	Sd/-

Signed by Chief Executive Officer, Chief Financial Officer and Company Secretary & Compliance Officer of the company

Sd/-
Sonu Ram Agarwal
Chief Financial Officer

Sd/-
Payal Jain
Company Secretary & Compliance Officer

Sd/-
Ram Agarwal
Chief Executive Officer

Place: Pune

Date: