



CREATIVE GEMS AND JEWELLERY LIMITED

CIN: U36911MH2005PLC156229

Our Company was originally incorporated as “Creative Gems & Jewellery Private Limited” at Mumbai on September 21, 2005, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our company has been changed to “Creative Gems and Jewellery Limited” on July 16, 2018 and a fresh Certificate of Incorporation consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai. For details of change in name and registered office of our Company, please refer to section titled “History and Certain Corporate Matters” beginning on page 91 of this Draft Prospectus.

Registered office: A-327, 3rd Floor, Virwani Industrial Estate, Goregaon (East), Mumbai - 400063

Contact Person: Mrs. Anita Renuse, Company Secretary and Compliance Officer

Tel No: +91 22 2927 0666/2222 **E-Mail ID:** anita@cgj.co.in **Website:** www.cgj.co.in

PROMOTERS: MR. KETAN NALINKANT SHAH, MRS. SONAL KETAN SHAH AND MR. PRIYANK KETAN SHAH

THE ISSUE

PUBLIC ISSUE OF 16,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF CREATIVE GEMS AND JEWELLERY LIMITED (“CREATIVE” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [•] LAKHS (“THE ISSUE”), OF WHICH 82,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] 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. NET ISSUE OF 15,38,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 33% AND 31.33% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME. For further details see “Terms of the Issue” beginning on page 169 of this Draft Prospectus

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10 per Equity Shares and the Issue price is [•] times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on “Basis for Issue Price” beginning on page 63 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 12 of this Draft Prospectus

ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the 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 offered through the Draft Prospectus are proposed to be listed on NSE EMERGE In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, our Company has received in principle approval letter dated [•] from National Stock Exchange of India Limited (“NSE”) for using its name in this offer document for listing our shares on the SME Platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the NSE.

LEAD MANAGER TO THE ISSUE



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996

404/1, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East),
Mumbai-400 057.

Contact Person: Mr. Manish Gaur

Tel. No.: +91 22 2612 3207/08

E-Mail ID: smeipo@markcorporateadvisors.com

SEBI Regn No.: INM000012128

Investor Grievance E-Mail ID:

compliance@markcorporateadvisors.com

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

CIN: U99999MH1994PTC076534t

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis,
Makhwana Road,
Marol, Andheri (E),
Mumbai-400 059.

Contact Person: Mr. Ashok S Shetty

Tel No.: +91 22 2847 0652/4043 0200

E-Mail ID: ipo@bigshareonline.com

SEBI Regn No.: INR000001385

ISSUE PROGRAMME

Issue Opens on	:	[•]	Issue closes on	:	[•]
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SECTION-I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI (ICDR) Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made there under.

Company Related Terms

Term	Description
Creative Gems & Jewellery”, “Creative”, “CGJL”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to Creative Gems And Jewellery Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of Companies, Maharashtra, Mumbai..
“you”, “your” or “yours”	Prospective Investors in this Issue
Articles / Articles of Association/AOA	Articles of Association of our Company as amended from time to time
Auditors	The Statutory auditors of our Company, being M/s. Aniket Kulkarni & Associates Chartered Accountants
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Bankers to our Company	State Bank Of India
Board of Directors / Board	The Board of Directors of our Company or a committee constituted thereof
Companies Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
Company Secretary and Compliance Officer	Mrs. Anita Renuse
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Creative Gems And Jewellery Limited unless otherwise specified
ED	Executive Director
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Indian GAAP	Generally Accepted Accounting Principles in India
Group Companies	Such companies/entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies/ entities, please refer “Group Entities” on page 108 of this Draft Prospectus
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “Our Management” on page no. 94 of this Draft Prospectus.
MD	Managing Director
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non Resident	A person resident outside India, as defined under FEMA
NRI/ Non Resident Indians	A person resident outside India, who is a citizen of India or a Person of



Term	Description
	Indian Origin as defined under FEMA Regulations, as amended
Peer Review Auditor	The independent peer reviewed Auditor of our Company, Dalal and Kala Associates, Chartered Accountants
Person / persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership, Joint Venture, or Trust or Any Other Entity or Organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoter / Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations
Promoters	Mr. Ketan Nalinkant Shah, Mrs. Sonal Ketan Shah and Mr. Priyank Ketan Shah
Registered Office	The Registered office of our Company, located at A-327, 3 rd Floor, Virwani Industrial Estate, Goregaon (East), Mumbai – 400 063
ROC / Registrar of Companies	Registrar of Companies, Maharashtra, Mumbai.
WTD	Whole-Time Director

Issue Related Terms

Term	Description
Applicant	Any prospective investor who makes an application for equity Shares in terms of this Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “Issue Procedure - Basis of allotment” on page no. 189 of this Draft Prospectus
Bankers to the Issue	[•]
CAN / Allotment Advice	The 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
Client ID	Client identification number of the Applicant’s beneficiary account
Demographic Details	The details of the Applicants including the Applicants’ address, names of the Applicants’ father/husband, investor status, occupations and bank account details
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	The Draft Prospectus dated August [•] 2018 issued in accordance with Section 32 of the Companies Act filed with the NSE under SEBI(ICDR) Regulations
Designated Market Maker / Market Maker	In our case, [•] having its Registered office at [•]
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an



Term	Description
	issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein
Engagement Letter	The engagement letter dated April 16, 2018 between our Company and the LM
General Information Document	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 notified by the SEBI and included in “Issue Procedure” on page 175 of this Draft Prospectus
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 16,20,000 Equity Shares of ₹10/- each at ₹ [•]/- per Equity Share including share premium of ₹ [•]/- per Equity Share aggregating to ₹ [•] Lakhs by Creative Gems And Jewellery Limited
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ [•]/-
LM / Lead Manager	Lead Manager to the Issue, in this case being Mark Corporate Advisors Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the NSE
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 15,38,000 Equity Shares of ₹ 10/- each at ₹ [•]/- per Equity Share including share premium of ₹ [•]/- per Equity Share aggregating to ₹ [•] Lakhs by Creative Gems And Jewellery Limited
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a subaccount which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 2(72) of the Companies Act; 2013 Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of Rs 2,500 Lakh; Pension Funds with minimum corpus of Rs 2,500 Lakh; National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and Insurance Funds set up and managed by the army, navy, or air force of the Union of India. Insurance Funds set up and managed by the Department of Posts, India
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made
Registrar / Registrar to the	Registrar to the Issue being Bigshare Services Private Limited



Term	Description
Issue	
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/pmd/scsb.pdf
SME Platform of NSE/ NSE EMERGE	The SME Platform of NSE for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011
Underwriters	Underwriters to the issue, being Mark Corporate Advisors Private Limited
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated [•]
Working Days	i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; ii. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical and Industry Related Terms

Term	Description
B2B	Business to Business
CAGR	Compounded Annual Growth Rate
CNC	Computerised Numerically Controlled
DIPP	Department of Industrial Policy and Promotion
FOB	Free on Board
GJEPC	Gems and Jewellery Export Promotion Council
IIDGR	International Institute for Diamond Grading & Research
IIJS	India International Jewellery Show
JCK	JCK, Las Vegas, USA
SAARC-ME BSM	SAARC - Middle East Buyer Seller Meet

Conventional and General Terms/ Abbreviations

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited



Term	Description
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
DIN	Director Identification Number
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extra-ordinary General Meeting
EPS	Earnings Per Share
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEM Regulations / FEM 20	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board, now repealed
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov./ Government/GOI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / `	Indian Rupees, the legal currency of the Republic of India
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding



Term	Description
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non Residents	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEM Regulations
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Security appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, NSE
STT	Securities Transaction Tax
TDS	Tax Deducted at Source



Term	Description
TIN	Tax payer Identification Number
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Wages Act	Payment of Wages Act, 1936
Workmen's Compensation Act	Workmen's Compensation Act, 1923



PRESENTATION OF FINANCIAL INFORMATION AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from our audited financial statements for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009 and the Indian GAAP which are included in the Draft Prospectus, and set out in the section titled “Auditors Report and Financial Information of our Company” beginning on page no. 113 of this Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the 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 Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited. Any percentage amounts, as set forth in the sections / chapters titled “Risk Factors”, “Business Overview” and “Management's Discussion and Analysis of Financial Condition and Results of Operations” beginning on page nos. 12, 74 and 140 respectively of this Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009 and the Indian GAAP.

Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the 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.

Currency and units of presentation

In the Draft Prospectus, unless the context otherwise requires, all references to:

- “Rupees” or “₹” or “Rs” or “INR” are to Indian rupees, the official currency of the Republic of India.
- “US Dollars” or “US\$” or “USD” or “\$” are to United States Dollars, the official currency of the United States of America,
- EURO or “€” are Euro currency,

All references to the word ‘Lakh’ or ‘Lac’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.



FORWARD LOOKING STATEMENTS

All statements contained in the Draft Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections “Risk Factors,” “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page nos. 12, 74 and 140 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated. Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



SECTION-II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in the Draft Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 74 and 140 respectively, of the Draft Prospectus as well as the other financial and statistical information contained in the Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled 'Financial Information' beginning on page number 113 of the Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

The Draft Prospectus also 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 many factors, including the considerations described below and elsewhere in the Draft Prospectus.

These risks are not the only ones that our Company faces. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

- 1. Some events may not be material individually but may be material when considered collectively.*
- 2. Some events may have an impact which is qualitative though not quantitative.*
- 3. Some events may not be material at present but may have a material impact in the future.*

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

- 1. Dependent on few customers and a loss of any one of them could adversely affect our business, financial condition and results of operations.***

We are heavily dependent on few customers such as, Rajesh Exports and the Mangatrai Group who contribute to nearly 43.55% of our revenues in Fiscal 2018. Although we have been able to generate regular contracts from both these clients, there can be no assurance that our Company will be able to continue in the same manner in the future. Loss of any one of these Customers due to any reason whatsoever would result in a significant dip in our revenues, thereby adversely affecting our profitability, business, financial condition and results of operations. For further details, see "Our Business" on page 74 of this Draft Prospectus

- 2. Our business is partly dependent on factors affecting consumers' spending habits that are out of our control.***

Jewellery purchases are discretionary and are often considered as a luxury purchase. Consequently, our business is sensitive to a number of factors that influence consumer spending habit which includes general economic conditions, consumer confidence in future economic conditions, recession and fears of recession, consumer debt, and unstable consumer income, conditions in the housing market, interest rates, and inflation. Any fall in demand or



a decline in the consumer spending habit could adversely affect our business, financial condition and results of operations.

3. *We are dependent upon third parties for supply of our raw materials and any disruption in their supply could disrupt our business could disrupt our business and adversely affect our financial results.*

Gold Bullion, diamonds, precious and semiprecious stones are the primary raw materials used in the manufacturing process, and they contribute significantly to our total raw material cost. We do not enter into any long term agreements with our suppliers and our arrangements with them are generally on short term basis. Hence, there is no assurance that in future also we will be able to source such raw materials at commercially acceptable prices, or at all. This could affect our ability to fulfill our supply commitments or to fulfill them in an economic manner, which will have an adverse effect on our business, financial condition and results of operations.

4. *Failure to manage inventory and risk relating to inventory on account of decreases in the value of gold bullion, diamonds, precious and semi-precious stones.*

Raw materials, which we use for our manufacturing process, include gold bullion, diamonds, precious and semi-precious stones. Our results of operations are dependent on our ability to effectively manage our inventory. To effectively manage our inventory, we must be able to accurately estimate [customer demand] and purchase or acquire new inventory accordingly. If our management misjudges expected customer demand, it could adversely impact the results by causing either a shortage of inventory or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or procure, we may be required to write down our inventory or create additional vendor financing, which would have an adverse impact on our income and cash flows. Decreases in the value of gold, silver and diamonds would reduce the value of our inventory, which could have a material adverse effect on our results of operations and financial condition.

A pro-longed decline in the price of gold bullion, diamonds, precious and semi-precious stones would have an effect on value and inventory of gold, silver and diamonds, which would have an adverse effect on our results of operations and financial condition.

5. *Any fluctuation in price and supply of raw material for the manufacture of our products, could adversely impact our income.*

Gold Bullion, diamonds, precious and semi-precious stones are the primary raw materials used in the manufacturing process of gold Jewellery. Price of gold is volatile in nature and is linked to the international commodity indices. Any increase in the prices of raw materials shall result in the consequent increase in the price of our products. Such increase in price of our products may adversely affect their demand. There is no certainty that such price increase will be sustainable and downward pressure on gross margins and income may occur.

6. *We are subject to the restrictive covenants of banks in respect of the Loan/Credit Limit and other banking facilities availed from them and our promoters have extended personal guarantee.*

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lenders, regarding, among other things such as drastic change in management setup, implementation of any scheme of expansion/diversification/renovation, formulation of any scheme of amalgamation or reconstruction. any change in the capital structure, enter into borrowing arrangements wither secured or unsecured with any other Bank, Financial Institution, etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in certain of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows.

Our Promoters have extended personal guarantee in favour of certain banks with respect to various facilities availed by our Company from them. In the event any of these guarantees are revoked, our lenders may require us to furnish



alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us.

For further details on the Credit facilities availed by the Company, please see “*Financial Indebtedness*” on page 137 of the Draft Prospectus.

7. *The registered office of our Company is not owned by us.*

The registered office of our Company at A-327 Virwani Industrial Estate, Goregaon (East) has been taken by our Company on leave and license basis. In the event of expiry, non-renewal or early termination of the leave and license arrangement, the same may have an adverse impact on our business and operations. We will be required to return the said premises to the Licensor, unless renewed. There can be no assurance that the term of the agreements will be renewed and in the event the Licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we are required to vacate our offices, we may be required to identify alternative premises and enter into fresh lease or leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

8. *We may fail to attract and retain qualified designers and craftsmen as competition for skilled personnel is intense.*

The industry in which we operate is labour intensive and our success depends largely upon our ability to attract, hire, train and retain qualified designers and craftsmen or karigars. There is a significant demand for karigars in India with skills necessary to perform the services. A significant increase in the job work charges would increase cost of product and decrease our operating efficiency and profit margins and could lead to adversely affect financial condition and results of operations.

9. *Our Company has had negative cash flow in recent financial years. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.*

Our Company in the recent past has had negative cash flow, details of which are as under:

(₹ In lakhs)

Cash Flow from	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2018	Period ended June 30, 2018
Operating Activities	(20.24)	125.75	(63.31)	105.06	(308.22)	0.93
Financing Activities	27.27	(122.01)	81.44	11.31	316.19	5.76
Investment Activities	(4.60)	(1.45)	(7.36)	(33.99)	(30.12)	(2.94)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details please refer to the section titled ‘*Financial Information*’ and chapter titled ‘*Management’s Discussion and Analysis of Financial Condition and Results of Operations*’ beginning on page numbers 113 and 140 of this Draft Prospectus.

10. *We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations*

As of June 30, 2018, we have ₹ 287.10 Lakhs of outstanding debt on our balance sheet. Our level of indebtedness has important consequences to us, such as

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow more money both now and in the future; and



- increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.

If any of these risks were to materialize, our business and results of operations may be adversely affected.

11. We have issued shares in the last 12 months which may be less than the issue price

In the 12 (twelve) months period prior to the date of filing of the Draft Prospectus, the Company has issued Equity Shares lower than the Issue Price, details of which are as under:

Date of Allotment	No: of equity shares issued	Face Value (in ₹)	Issue Price (in ₹)	Nature of Consideration	Issue Type
22.03.2018	31,50,000	10	-	No cash	Bonus Issue
24.07.2018	64,500	10	20	Cash	Further Allotment

The price at which the Equity Shares were being issued in last twelve months is not indicative of the price which equity shares are offered in this Issue

12. We are subject to strict quality requirements and any failure on our part to comply with quality standards may lead to cancellation of orders, loss of pre-qualification status for bidding for future projects or warranty claims.

We may not be able to meet strict quality standards imposed on us, applicable to the construction processes, for a variety of reasons which could have an adverse effect on our business, financial condition, and results of operations. We cannot assure you that we comply or can continue to comply with all the quality requirement standards of our clients. Our failure to achieve or maintain compliance with these requirements or quality standards may subject us to loss of business. Further, failure to comply with quality requirements or standards could lead to cancellation of contracts which may have a material adverse effect on our business and revenue.



13. Trademark of our logo is not registered and we are in the process of seeking registration of trademark of our logo. There is no assurance that this application shall result in us being granted registration in a timely manner as the status is shown as objected in public search of trademark. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations.

Our corporate name and logo has not been registered and the same being used in corporate and trading names by any third parties may lead consumers to confuse them with our Company and if they experience any negative publicity, it could have an adverse effect on our business, results of operations and financial condition. This confusion might also lead to our Company losing business to such competitors and might adversely affect our goodwill. However, the company has made an application for the registration of the trademark of our such logo. Maintaining the reputation of our brands, corporate name, logo and the goodwill associated with these trademarks is critical to our success. Substantial erosion in the value of our brand names could have a material adverse effect on our business, financial condition, results of operations and prospects. For further details please refer to section titled "Government and Other Approvals" beginning on page 153 of this Draft Prospectus.

14. Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations.

Our industry has seasonal fluctuations in revenues and profitability, corresponding with the wedding season and festivals. Our sales have historically exhibited certain seasonal fluctuations, reflecting lower sales volumes during monsoon season, higher sales volumes and profit margins during the festive period and other occasions such as Valentine's Day, Ganesh Chaturthi, Durga Puja, Gudi Padwa, Akshaya Tritiya, Dhanteras, Diwali and Christmas which occur in the third and fourth quarter of the Fiscal. This period also coincides with the wedding season in India. While we stock certain inventory to account for this seasonality, our fixed costs such as lease rentals,



employee salaries, showroom operating costs and logistics-related expenses, which form a significant portion of operating costs, are relatively constant throughout the year.

Consequently, lower than expected sales during the third or fourth quarters of the Fiscal or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results for the fiscal year or could strain our resources and impair our cash flows. Any slowdown in demand for our jewellery during peak seasons or failure by us to accurately anticipate and prepare for such seasonal fluctuations could have a material adverse effect on our business, financial condition and results of operations.



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

In the course of our business, we have entered into and may continue to enter into transactions with related parties including our Promoters, Directors and Group Entities in the future. Our Company has entered into related party transactions aggregating to ₹ 43.02 Lakhs for the period ended June 30, 2018. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favorable commercial terms with other parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest which may be detrimental to our Company. Further, there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further information on our related party transactions, see “*Related Party Transactions*” on page 111.

16. *Our Company has availed ₹ 122.05 lakhs as unsecured loan as on June 30, 2018 which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition.*

Our Company has, as per the restated standalone audited financial statement as on June 30, 2018, availed total sum Rs122.05 lakhs as unsecured loan from promoter, promoter group, group companies/entities and relatives of Director/Promoter, which may be recalled at any time. There is no specific agreement entered into or terms of repayment agreed between the Company and such parties. Sudden recall may disrupt our operations and also may force us to opt for funding at unviable terms resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For further details, please refer to the section “Unsecured Loans” under “Financial Statements” beginning on page no. 113 of this Draft Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

17. *In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (including our Promoters) and Key Managerial Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospect.

18. *Our Promoters will continue to retain majority control in the Company after the Offer, which will enable them to exercise significant influence on us.*

Our Promoters may beneficially own approximately 65.68% of our post-Offer equity share capital. The Promoters have control over our Company in terms of their shareholding, through our Board of Directors and through operational control. As a result, the Promoters will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends, the approvals of mergers, lending, investments and capital expenditure and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.



19. *We do not register our jewellery designs under the Design Act, 2000 and we may lose revenue if our designs are duplicated by competitors.*

We develop designs in-house for most of the products we sell. We select the jewellery designs from amongst the designs made by our designing team, based on market trends and our requirements in each of our retail stores. Due to the competitive nature of the jewellery markets in which we operate, creative designs remain the key differentiators, which therefore possess short life span due to constantly changing customer needs. Consequently, jewellery designs change on a frequent basis and hence we do not register these designs under the Designs Act, 2000. If competitors copy our designs it could lead to loss of income, which could adversely affect our reputation and our results of operations. As such, it would be hard for us to enforce our intellectual property rights in relation to our designs and if competitors copy our designs it could lead to a loss of revenue, which could adversely affect the results of our operations. Further, designs developed by us may inadvertently infringe on the intellectual property rights of third parties, which may expose us to legal proceedings. Thus, we are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition.

20. *Our success largely depends on our ability to attract and retain our Key Managerial Personnel. Any loss of our Key Managerial Personnel could adversely affect our business, operations and financial condition.*

Our Company is mainly promoter driven. Our success largely depends on the continued services and performance of our management and other key personnel. If one or more members of our Key Managerial Personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Competition for Key Managerial Personnel in our industry is intense and it is possible that our Company may not be able to retain existing Key Managerial Personnel or may fail to attract/ retain new employees at equivalent positions in the future. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. For further details on the key managerial personnel of our Company, please refer to the chapter titled “Our Management” beginning on page no. 94 of this Draft Prospectus.

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

Modernization and technology up gradation is essential to reduce costs and increase the output. 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 upgraded 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 newfound technology in the fabrication business, 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. For further details, kindly refer section titled “Our Business” beginning on page 74 of this Draft Prospectus.

22. *Any delay or default in payment from our customers could result in the reduction of our profits and affect our cash flows.*

Our operations involve extending credit, to our customers in respect of our products. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have high levels of outstanding receivables. For the period ended June 30, 2018 and Fiscal Years ended 2017-18, 2016-17 & 2016-15, our trade receivables were ₹ 979 Lakhs, ₹ 486.50 Lakhs, ₹ 329.24 Lakhs and ₹ 680.53 Lakhs, respectively, which is equivalent to 78.60%, 16.81%, 15.08% and 36.16% respectively of our total revenues for the same periods respectively as per restated standalone financial statements.



23. *Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.*

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as breakdown, malfunctions, sub-standard performance or failures of manufacturing equipment, fire, riots, third party liability claims, loss-in-transit for our products, accidents and natural disasters. Presently, we have obtained certain policies such as special perils policy, business package policy, employee accidental, medical expenses policy, commercial vehicle package policy, standard fire etc. There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could have a material adverse effect on our results of operations and financial position and our Insurance Policies may not be adequate.

24. *We require number of approvals, licenses, registrations and permits for our business and are required to comply with certain rules, regulations and conditions to operate our business and failure to obtain, retain or renew such approvals and licenses in a timely manner or to comply with the requisite rules, regulations and conditions may adversely affect our operations.*

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Few of these approvals are granted for fixed periods of time and need renewal from time to time. While we believe that we will be able to obtain the required permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any or all requisite permits or approvals in the timeframe anticipated by us, or at all. Non-renewal of the permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. We cannot assure that strict adherence to the conditions so prescribed can be followed by us; non-adherence to such requirements may also result in cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business and financial condition. For further details, please refer to the chapters titled "Key Regulations and Policies" and "Government and Other Key Approvals" beginning on page no. 85 and 153, respectively, of this Draft Prospectus.

25. *The Company has not appointed any independent agency for the appraisal of the proposed Project.*

The Project, for which we intend to use our Issue proceeds as mentioned in the objects of the Issue, has not been appraised by any bank or financial institution. The total cost of Project is our own estimates based on current conditions and are subject to changes in external circumstances or costs. Our estimates for total cost of Project has been based on quotations received by us and our internal estimates and which may exceed which may require us to reschedule our Project expenditure and may have an adverse impact on our business, financial condition and results of operations.

26. *There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors.*

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above ₹ 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee



27. Our business is working capital intensive and insufficient cash flows or inability to borrow funds to meet our working capital requirements may materially and adversely affect our business, financial condition and results of operations.

Our business activities are capital intensive and requires significant amount of working capital to carry out manufacturing activities. Our working capital requirements are primarily met through financing arrangements with various lenders. We may continue to incur additional indebtedness in the future. Our ability to meet our debt service obligations and our ability to repay our outstanding borrowings will depend primarily upon the cash flow produced by our business. There can be no assurance that we will generate sufficient revenue from our businesses to service existing or proposed borrowings. Further, at the time of approaching various financing institutions to fund our working capital requirements, the financial institutions may require us to meet certain conditions precedent. We may not be able to fulfill all or any of the conditions or agree on terms acceptable to these lender institutions, in which case they would have no obligation to provide any financing to us. The inability of our company to obtain requisite financing may adversely affect our business, financial condition and results of operations.

28. We may not be able to sustain effective implementation of our business and growth strategies.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not able to execute our strategies in future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long-term business outlook.

29. Delay in raising funds from the IPO could adversely impact the implementation schedule.

The proposed fund requirement of working capital, as detailed in the section titled "*Objects of the Issue*" is to be partially funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe.

30. We have not independently verified certain data in this Draft Prospectus.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

31. Compliance with, and changes in, safety, health, various labour, workplace and related laws and regulations including terms of approvals granted to us, may increase our compliance costs and as such adversely affect our business, prospects, results of operations and financial condition.

We are subject to a broad range of safety, health, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions; on the storage, handling, employee exposure to hazardous substances and other aspects of our operations.

The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current



operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

We are also subject to the laws and regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. Our business is also subject to, among other things, the receipt of all required licenses, permits and authorizations including local land use permits, fabrication permits, building and zoning permits, and environmental, health and safety permits. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products.

32. The requirements of being a listed company may strain our resources.

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by Shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. If we experience any delays, we may fail to satisfy our reporting obligations, and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.

Issue Specific Risks

33. 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 is through the Fixed Price Method. This price is based on numerous factors (For further information, please refer chapter titled “Basis for Issue Price” beginning on page 63 of this Draft Prospectus. and may not be indicative of the market price of our Equity Shares after the Issue. Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed [•] as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments. 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.

34. Any further issuance of Equity Shares by our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the investors’ shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

35. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which



investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;
- Future sales of the Equity Shares;
- Variations in our quarterly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of Indian fashion accessory companies generally;
- Performance of our competitors in the Indian fashion industry and the perception in the market about investments in the Steel sector;
- Significant developments in the regulation of the fashion industry in our key locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

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

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Further, the Budget 2018 includes a proposal to reintroduce long-term capital gains tax on the sale of listed equity shares exceeding a specified threshold at a rate of 10%. Prior to the aforesaid proposal, any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months was not subject to capital gains tax in India if securities transaction tax had been paid on the transaction. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares.

37. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements, and that of our Subsidiary and the dividends they distribute to us. Our business is working capital intensive. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations.

38. We cannot assure you that our equity shares will be listed on the Emerge Platform of NSE in a timely manner or at all, which may restrict your ability to dispose of the equity shares.

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of our Equity Shares issued. We have only applied to NSE Emerge to use its name as the Stock Exchange in this Offer Document for listing our Equity Shares on NSE Emerge.



Permission for listing of the Equity Shares will be granted only after the Equity Shares offered in this Issue have been allotted. Approval from NSE Emerge will require all relevant documents authorizing the issuing of the Equity Shares to be submitted to it. There could be a failure or delay in listing the Equity Shares on the NSE Emerge. Further, certain procedural and regulatory requirements of SEBI and the Stock Exchanges are required to be completed before the Equity Shares are listed and trading commences. Trading in the Equity Shares is expected to commence within 6 Working Days from the Issue closing Date. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner. Any failure or delay in obtaining the approvals would restrict your ability to dispose off your equity shares.

39. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.

Prior to the Issue, there has not been a public market for our Equity Shares. We cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling our Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of our Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors.

EXTERNAL RISK FACTORS

1. Our business is dependent on economic growth in India.

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

2. If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected.

In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the price of transportation, wages, raw materials or any other expenses. In particular, the prices of raw materials required for fabrication of our products are subject to increase due to a variety of factors beyond our control, including global commodities prices and economic conditions. If this trend continues, we may be unable to reduce our costs or pass our increased costs on to our customers and our results of operations and financial condition may be materially and adversely affected.

3. The extent and reliability of India's infrastructure could adversely impact our results of operations and financial conditions. Any disruption in the supply of power, raw materials and telecommunication or other services could disrupt our business process or subject us to additional costs.

India's physical infrastructure is still developing. Any congestion or disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. Disruption in basic infrastructure could negatively impact our business since we may not be able to procure raw materials on time, dispatch of finished goods as per schedule and provide timely and adequate operation and maintenance and other services to our clients. We do not maintain business interruption insurance and may not be covered for any claims or damages if the supply of power, raw materials and telecommunication or other services are disrupted. This may result in the loss of customer, impose additional costs on us and have an adverse effect on our business, financial condition and results of operations.



4. Significant differences exist between Indian GAAP and other accounting principles, such as IFRS, which may be material to investors' assessment of our financial condition.

The financial data included in this Draft Prospectus has been prepared in accordance with Indian GAAP. There are significant differences between Indian GAAP and IFRS. We have not attempted to explain those differences or quantify their impact on the financial data included herein and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this 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 Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

5. Our performance is linked to the stability of policies and the political situation in India.

The Government of India has traditionally exercised, and continues to exercise, a significant 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. Since 1991, successive Indian governments have pursued policies of economic liberalization and financial sector reforms. The current Government has announced its general intention to continue India's current economic and financial sector liberalization and deregulation policies. However, there can be no assurance that such policies will be continued and a significant change in the government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, prospects, financial condition and results of operations.

6. Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

7. Financial instability in Indian financial markets could materially and adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

8. Any changes in the regulatory framework could adversely affect our operations and growth prospects

Our Company is subject to various regulations and policies. For details see section titled "Key Industry Regulations and Policies" beginning on page 85 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.



9. *If communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy and our business.*

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

10. *The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.*

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

Catastrophic loss of life due to natural or man-made disasters could cause us to pay benefits at higher levels and/or materially earlier than anticipated and could lead to unexpected changes in persistency rates. natural or man-made disaster, could result in losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.

Pandemic disease, caused by a virus such as the “Ebola” virus, H5N1, the “avian flu” virus, or H1N1, the “swine flu” virus, could have a severe adverse effect on our business. The potential impact of a pandemic on our results of operations and financial position is highly speculative, and would depend on numerous factors, including: the probability of the virus mutating to a form that can be passed from human to human; the rate of contagion if and when that occurs; the regions of the world most affected; the effectiveness of treatment of the infected population; the rates of mortality and morbidity among various segments of the insured versus the uninsured population; our insurance coverage and related exclusions; and many other variables.

11. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.*

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

12. *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, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

13. *Any changes in the regulatory framework could adversely affect our operations and growth prospects*



Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page no. 85 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

14. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

15. We are subject to risks arising from interest rate fluctuation, which could adversely impact our business, financial condition and operating results.

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

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

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

Prominent Notes

1. This is a Public Issue of 16,20,000 Equity Shares of ₹10/- each at a price of ₹[•]/- per Equity Share aggregating ₹ [•] Lakhs.
2. Our Company was incorporated as ‘Creative Gems & Jewellery Private Limited’ on September 21, 2005. Subsequently, the name of our company has been changed to “Creative Gems and Jewellery Limited” on July 16, 2018. For information on changes in our Company’s name and registered office please refer to the chapter titled “History and Certain Corporate Matters” beginning on page no. 91 of the Draft Prospectus.
3. Our Net Worth as per Restated Financial Statement as at March 31, 2018 was ₹ 518.08 lakhs and as on June 30, 2018 was ₹603.58 lakhs
4. The Net Asset Value per Equity Share (Post Bonus) as at March 31, 2018 was ₹ 16.06 /- and as on June 30, 2018 was ₹ 18.72/-
5. Investors may contact the Lead Manager for any complaint pertaining to the Issue. All grievances relating to ASBA may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares for which the applied, Application Amounts blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Form has been submitted by the ASBA Applicant.



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

Name of the Promoter	Number of Equity Shares Held	Average cost of Acquisition (in ₹)
Mr. Ketan Nalinkant Shah	1964900	1.52
Mrs. Sonal Ketan Shah	391300	1.59
Mr. Priyank Ketan Shah	868500	0.23

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

The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them. For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled “Capital Structure” beginning on page no. 43 of this Draft Prospectus.

7. There has been no financing arrangement whereby the Promoter Group, our Directors 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 the financing entity during the period of six months immediately preceding the date of the Draft Prospectus.
8. Except as disclosed in the chapter titled “Capital Structure” beginning on page 43 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.
9. The details of transaction by our Company are disclosed under “Related Party Transactions” in Annexure II.7 of “Auditor’s Report and Financial Information of our Company” beginning on page no. 113 of this Draft Prospectus.
10. Our Company its Promoters / Directors, Company’s Associates or Group companies have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI. The Promoters, their relatives, Company, group companies, associate companies are not declared as willful defaulters by RBI / Government authorities and there are no violations of securities laws committed in the past or pending against them.
11. Investors are advised to refer to the paragraph titled “Basis for Issue Price” beginning on page 63 of this Draft Prospectus.
12. The Lead Manager and our Company shall update this Draft Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this Prospectus and commencement of trading.
13. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
14. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Auditors Report. For details please refer to “Financial Information” beginning on page 113 of this Draft Prospectus.
15. Our Company does not have any contingent liabilities outstanding as on March 31, 2018, except as stated in the Auditors Report. For details please refer to “Financial Information” beginning on page 113 of this Draft Prospectus.



SECTION-III: INTRODUCTION

SUMMARY OF 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 other industry sources. Neither we nor any other person connected with this 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 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.

INTRODUCTION

- India exports 93 per cent of its cut and polished diamonds produced.
- India exports 75 per cent of the world's polished diamonds.
- India's exports of cut and polished diamonds rose from US\$ 11.16 billion in FY2004-05 to US\$ 22.78 billion in FY 2016-17, thereby registering a compound annual growth rate (CAGR) of 6.13 per cent.
- India exported US\$ 21.71 billion worth of cut and polished diamonds between April 2017-February 2018.
- An international diamond exchange will be set up in Surat in the next 36 months at a cost of Rs 2,400 crore (US\$ 369.1 million). This will enable the fragmented and unorganised diamond polishing and trading industry to organise itself at one place.
- The Indian Commodity Exchange (ICEX), backed by the Anil Ambani Group has launched the first ever futures contract for diamonds in the world, to create many new opportunities for diamond player.

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country's GDP and 15.71 per cent to India's total merchandise exports. It also employs over 4.64 million workers. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 75 per cent of the world's polished diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.

Market size

Gold demand in India rose to 737.5 tonnes between 2017. India's gems and jewellery exports stood at US\$ 32.71 billion in FY2018. During the same period, exports of cut and polished diamonds stood at US\$ 23.73 billion, thereby contributing about 72.55 per cent of the total gems and jewellery exports in value terms. Exports of gold coins and medallions stood at US\$ 1,917.09 million and silver jewellery export stood at US\$ 3,385.65 million during FY2018.

The gems and jewellery market in India is home to more than 300,000 players, with the majority being small players. Its market size is about US\$ 75 billion as of 2017 and is expected to reach US\$ 100 billion by 2025. It contributes 29 per cent to the global jewellery consumption.



India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The Goods and Services Tax (GST) and monsoon will steer India's gold demand going forward.

Investments/Developments

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – December 2017 were US\$ 1,111.52 million, according to Department of Industrial Policy and Promotion (DIPP).

Some of the key investments in this industry are listed below.

- An international diamond exchange will be set up in Surat by October 2020 at a cost of Rs 2,400 crore (US\$ 372million).
- Companies such as PC Jewellers, PNG Jewellers, Popley and Sons, are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.

Government Initiatives

- The Government of India would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.
- The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.
- The Government of India has planned to set up a Common Facility Center (CFC) at Thrissur, Kerala.
- The Gems and Jewellery Export Promotion Council (GJEPC) signed a Memorandum of Understanding (MoU) with Maharashtra Industrial Development Corporation (MIDC) to build India's largest jewellery park at Ghansoli in Navi Mumbai on a 25 acres land with about more than 5000 jewellery units of various sizes ranging from 500-10,000 square feet. The overall investment of ₹13,500 crore (US\$ 2.09 billion).

Road Ahead

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Online sales are expected to account for 1-2 per cent of the fine jewellery segment by 2021-22. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

Exchange Rate Used: INR 1 = US\$ 0.016 as of FY2018.

References: Media Reports, Press Releases, Department of Industrial Policy and Promotion (DIPP), Reserve Bank of India, Gem & Jewellery Export Promotion Council, Union Budget 2017-18

Source : www.ibef.org updated June 2018



SUMMARY OF OUR BUSINESS

Our Company, was incorporated as a private limited company under the name and style of 'Creative Gems & Jewellery Private Limited' under the Companies Act, 1956 pursuant to Certificate of Incorporation dated September 21, 2005 issued by the Registrar of Companies, Maharashtra at Mumbai. Our company has been converted into a public limited company under the Companies Act and our name has been changed to Creative Gems And Jewellery Limited pursuant to a fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated 16.07. 2018 issued by the Registrar of Companies, Maharashtra, Mumbai. Our company was initially promoted by Mr. Ketan Nalinkant Shah, Mrs. Sonal Ketan Shah and Mr. Priyank Ketan Shah. Mr Ketan Nalinkant Shah has more than 30 years of experience in the gems and jewellery sector and with their innovative business ideas, in-depth knowledge we have been able to serve our customers excellently.

Creative Gems & Jewellery Pvt. Ltd. is a diamond studded jewellery manufacturing company based in Mumbai having retail showroom clients on a pan-India basis as well as globally. Primarily a B2B business model our expertise and focus is CNC technology driven and customized hand crafted jewellery. Our factory is located at Virwani Industrial Estate, Goregaon, Mumbai

Our brand is in the name of Diyaan through which we market an array of collections varying from bangles, bracelets, hoops, bands, rings, necklaces, chokers to chandeliers, earrings, brooches and pendants. Computerized Numerically Controlled CNC Technology gives light-weight jewelry with impeccable precision, quality & strength.

We also trade in solitaires & loose diamond parcels as and when required by the clients. We take orders as well as create our own designs.

Our team expertise consists of:

- Jewelry Manufacturing
- Design & Aesthetics
- Diamond Grading
- Technology and R&D
- Consumer Behavior and Insights

Our total income for the Year ended March 31, 2016, 2017, 2018 and for the period ended June 30, 2018 was ₹ 1882.07 Lakhs, ₹2182.76 Lakhs, ₹2892.49 Lakhs and ₹1245.60 Lakhs. Our restated profit after tax for the Year ended March 31, 2016, 2017, 2018 and for the period ended June 30, 2018 was ₹ 36.19 Lakhs, 43.29 Lakhs, 192.78 Lakhs and ₹85.52 Lakhs respectively.

OUR COMPETITIVE STRENGTHS

1. **Exclusive Curated Designs:** We curate and create one-of-a-kind niche designer jewellery from conceptualization, designing to customization.
2. **Excellent Finishing:** We have high standards of quality control at every process of production.
3. **In-House Infrastructure:** We are a one-stop-shop and a self-sufficient jewelry manufacturing unit which uses technology to leverage itself.
4. **Technology Driven:** From 3D printing via CAD-CAM, Direct Casting, Laser Stamping & Solder to CNC Machining we use the latest technology and techniques to create beautiful pieces of art.
5. **Value for Money:** Being in the business for more than three decades and having the advantage of a factory we give competitive pricing with high standard of finish
6. **Ethical & Best Practices:** All our products which includes diamonds and gold go through certification & hallmarking. Hence each product can be tracked online via an unique identification code.



7. **Delivery under Deadline:** We make sure to deliver the products to our clients within the stipulated time frame.
8. **Huge Design Database:** We have and keep updating our database providing a vast variety & array of options to choose for our clients.
9. **Extensive Sample Line:** We have a huge inventory for clients to look & feel as well as wear& try so that they can make a well informed decision while purchasing.

OUR STRENGTHS

1. Technology Driven production. Strong edge over other players in the industry. Faster production. Impeccable Finish & Quality. Premium Products.
2. Strong established client base.
3. Tried-&-Tested model in the scaling stage

OUR WEAKNESS

1. Location of factory premises not in SEZ zone currently hence lack of some benefits.
2. Need to patent products

OUR OPPORTUNITIES

1. Untapped markets: Low market penetration pan-India especially 2,3 tier cities and global markets like GEC, Australia and USA.
2. Participation in international trade shows
3. Different verticals i.e. offshoots of the same core business like e-commerce, retail
4. First mover advantage that could propel us as the market mover.

OUR THREATS

1. Political and global factors leading to fluctuation in dollar and gold prices
2. Substitutes like fashion jewellery, synthetics diamonds.



SUMMARY OF OUR FINANCIAL INFORMATION

The following tables set forth summary financial information derived from restated financial statements as of and for the financial years ended March 31, 2014, 2015, 2016, 2017, and 2018 and for the three month period ended June 2018. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI ICDR Regulations and presented under the section titled “*Financial Information*” beginning on page number 113 of this Draft Prospectus. The summary financial information presented below should be read in conjunction with the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Financial Information*” beginning on page numbers 140 and 113, respectively of this Draft Prospectus.

Statement of Assets and Liabilities (As Restated)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Equity & Liabilities						
Shareholders Fund						
Share Capital	322.50	322.50	7.50	7.50	7.50	7.50
Reserves and surplus	281.08	195.56	317.50	271.94	238.31	205.33
Total Shareholder's Fund	603.58	518.06	325.00	279.44	245.81	214.83
Non-Current Liabilities						
Long Term Borrowings	287.10	290.09	107.75	48.23	0.00	0.00
Long term provisions	0.00	0.00	0.00	0.00	0.00	0.00
Other Long Term Liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability	0.00	0.00	0.00	0.00	0.05	0.01
Total Current Liabilities	287.10	290.09	107.75	48.23	0.05	0.01
Current Liabilities						
Short Term Borrowings	639.26	602.63	374.01	353.20	281.50	358.67
Trade Payables	668.60	452.17	512.12	796.90	365.95	250.10
Other Current Liabilities	6.96	7.32	21.85	7.12	77.06	44.62
Short Term Provisions	121.55	80.34	30.69	34.66	15.56	21.71
Total Current Liabilities	1,436.36	1,142.46	938.67	1,191.88	740.06	675.10
Total Equity & Liability	2,327.05	1,950.62	1,371.42	1,519.54	985.93	887.94
Non-Current Assets						
a) Fixed Assets						
Tangible Assets	51.23	54.04	23.49	8.26	4.68	5.44
Intangible Assets	1.69	2.00	8.47	0.00	0.00	0.00
Total Fixed Assets (a)	52.92	56.04	31.96	8.26	4.68	5.44
b) Non-Current Investments	3.00	1.00	0.00	0.00	0.00	0.00
c) Long Term Loans and Advances	0.00	0.00	0.00	0.00	0.00	0.00
d) Other Non-Current Assets	0.00	0.00	0.00	0.00	0.00	0.00
e) Deferred Tax Asset	3.05	2.33	0.58	0.29	0.00	0.00
Total Non-Current Assets	58.97	59.37	32.54	8.55	4.68	5.44
Current assets						
Current Investments	0.00	0.00	0.00	0.00	0.00	0.00
Inventories	1,122.13	1,242.92	874.54	769.37	666.49	530.25
Trade Receivables	979.00	486.50	329.24	680.53	282.65	318.53
Cash and Cash Equivalents balances	84.48	80.72	102.87	20.48	9.72	7.42
Short Term Loans and advances	79.44	81.11	32.24	40.61	22.39	24.88
Other Current Assets	3.05	0.00	0.00	0.00	0.00	0.00
Total Current Assets	2,268.09	1,891.26	1,338.88	1,510.99	981.25	882.50
Total Assets	2,327.05	1,950.62	1,371.42	1,519.54	985.93	887.93



Summary Statement of Profit and Loss, As Restated

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Income						
Revenue from Operations	1,244.29	2,880.25	2,176.94	1,882.07	1,384.08	1,866.82
Other Income	1.31	12.24	5.82	0.00	0.03	0.46
Total Revenue	1,245.60	2,892.49	2,182.76	1,882.07	1,384.11	1,867.28
Expenditure						
Cost of Material Consumed	1,030.04	2,309.29	1,819.01	1,591.95	1,188.65	1,670.07
Employee Benefit Expenses	20.21	71.10	68.37	53.93	53.89	46.53
Other Operating and Administrative Expenses	42.76	133.51	143.86	141.54	46.65	49.10
Total (B)	1,093.01	2,513.90	2,031.23	1,787.42	1,289.18	1,765.70
Profit Before Interest, Depreciation and Tax	152.59	378.59	151.53	94.65	94.92	101.59
Depreciation	5.37	17.29	16.11	3.79	2.24	2.98
Profit Before Interest and Tax	147.22	361.30	135.42	90.86	92.69	98.60
Financial Charges	27.88	94.76	69.03	38.49	44.84	38.90
Profit before Taxation	119.34	266.54	66.40	52.37	47.85	59.70
Provision for Taxation	34.54	75.22	20.83	16.52	14.84	18.75
Provision for Deferred Tax	-0.71	-1.75	-0.29	-0.34	0.03	-0.21
Total	33.82	73.47	20.54	16.18	14.87	18.55
Profit After Tax but Before Extra-ordinary Items	85.52	193.07	45.86	36.19	32.98	41.16
Loss on Acquisition of Partnership assets/liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Prior Period Items	0.00	0.00	0.00	0.00	0.00	0.00
Net Profit after adjustments	85.52	193.07	45.57	33.62	32.98	38.52
Net Profit Transferred to Balance Sheet	85.52	193.07	45.57	33.62	32.98	38.52



Summary Statement of Cash Flows, as Restated

(₹ in Lakhs)

PARTICULARS	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit Before Tax	119.34	266.54	66.40	52.37	47.85	59.70
<i>Adjusted for :</i>						
a. Depreciation	5.37	17.29	16.11	3.79	2.24	2.98
b. Interest Expenses & Finance Cost	27.88	94.76	69.03	38.49	44.84	38.90
c. Other Adjustments	0.00	0.00	0.00	0.00	0.00	0.00
d. Dividend Income	0.00	0.00	0.00	0.00	0.00	0.00
e. Profit/(loss) on sale of investments/fixed assets	0.00	0.00	0.00	0.00	0.00	0.00
f. Interest & Other Income	(1.31)	(12.24)	(5.82)	0.00	(0.03)	(0.46)
Operating profit before working capital changes	151.28	366.35	145.71	94.65	94.89	101.12
<i>Adjusted for :</i>						
a. Decrease /(Increase) in Inventories	120.79	(368.38)	(105.17)	(102.88)	(136.24)	43.32
b. Decrease / (Increase) in trade receivable	(492.49)	(157.27)	351.29	(397.88)	35.88	111.81
c. (Increase) / Decrease in short term loans and advances	1.68	(48.87)	8.37	(18.22)	2.48	(1.22)
d. Increase / (Decrease) in Trade Payables	216.43	(59.95)	(284.78)	430.95	115.85	(263.87)
e. Increase / (Decrease) in short term provisions	41.21	49.94	(1.69)	16.53	(3.51)	3.57
f. Increase / (Decrease) in other current liabilities	(0.37)	(14.53)	14.73	(69.93)	32.44	5.20
g. (Increase) / Decrease in Other Current Assets	(3.05)	0.00	0.00	0.00	0.00	0.00
h. Increase / (Decrease) in other long term liabilities	0.00	0.00	0.00	0.00	0.00	0.00
i. Increase / (Decrease) in long term provisions	0.00	0.00	0.00	0.00	0.00	0.00
j. Sale / (Purchase) of Current Investments	0.00	0.00	0.00	0.00	0.00	0.00
k. (Increase) / Decrease in long term loans and advances	0.00	0.00	0.00	0.00	0.00	0.00
Cash generated from operations	35.47	(232.71)	128.46	(46.79)	141.79	(0.06)
Income Tax Paid (net of refunds)	34.54	75.22	20.83	16.52	14.84	18.75
Prior period items	0.00	0.29	2.57	0.00	1.21	1.42
NET CASH GENERATED FROM OPERATION	0.93	(308.22)	105.06	(63.31)	125.75	(20.24)
B. CASH FLOW FROM INVESTING ACTIVITIES						
a. (Purchase)/sale of Fixed Assets	(2.25)	(41.36)	(39.81)	(7.36)	(1.48)	(5.06)
b. (Purchase) / Sale of non-current investment	(2.00)	(1.00)	0.00	0.00	0.00	0.00



c. Interest & Other Income	1.31	12.24	5.82	0.00	0.03	0.46
e. Dividend Income	0.00	0.00	0.00	0.00	0.00	0.00
Net cash (used) in investing activities	(2.94)	(30.12)	(33.99)	(7.36)	(1.45)	(4.60)
C. CASH FLOW FROM FINANCING ACTIVITIES						
a. Interest & Finance Cost	(27.88)	(94.76)	(69.03)	(38.49)	(44.84)	(38.90)
b. Proceeds from share issued / application	0.00	0.00	0.00	0.00	0.00	0.00
c. (Repayments) / proceeds of long term borrowings	(2.99)	182.34	59.52	48.23	0.00	0.00
d. (Repayments) / proceeds of short term borrowings	36.63	228.62	20.81	71.70	(77.17)	66.17
Net cash generated/(used) in financing activities	5.76	316.19	11.31	81.44	(122.01)	27.27
Net Increase / (Decrease) in cash and cash equivalents	3.75	(22.14)	82.38	10.78	2.29	2.43
Cash and cash equivalents at the beginning of the year	80.72	102.87	20.48	9.72	7.42	4.99
Cash and cash equivalents at the end of the year	84.48	80.73	102.87	20.48	9.71	7.42
Cash and cash equivalents as per balance sheet	84.48	80.72	102.87	20.48	9.72	7.42

Cash flows Statements are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.



THE ISSUE

Present Issue in terms of the Draft Prospectus:

PARTICULARS	DETAILS
Equity Shares Offered	16,20,000 Equity Shares of ₹ 10/- each at an Issue Price of Rs[•]/- each aggregating to ₹ [•] Lakhs
Of which	
Reserved for Market Makers	82,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [•] each aggregating to ₹ [•] Lakhs
Net issue to the Public	15,38,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [•] each aggregating to ₹ [•] Lakhs
Of which	
Retail Portion	7,69,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [•] each aggregating to ₹ [•] Lakhs *
Non Retail Portion	7,69,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [•] each aggregating to ₹ [•] Lakhs
Equity Shares Outstanding Prior to the Issue	32,89,500 Equity Shares of ₹10/- each
Equity Shares Outstanding after the Issue	49,09,500 Equity Shares of ₹10/- each
Use of Proceeds	For further details please refer chapter titled “Objects of the Issue” beginning on page no. 57 of this Draft Prospectus for information on use of Issue Proceeds

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

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

Notes:

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to section titled “Issue Structure” beginning on page no. 173 of this Draft Prospectus. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on 24.07.2018, and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the EGM held on 31.07.2018.



GENERAL INFORMATION

Our Company was incorporated as private limited company under the Companies Act, 1956 under the name and style of Creative Gems & Jewellery Private Limited pursuant to Certificate of Incorporation dated September 21, 2005 issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, our Company was converted into a public limited company under the Companies Act and the name of our Company was changed to 'Creative Gems And Jewellery Limited' pursuant to fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated July 16, 2018 issued by the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identification Number of our Company is U36911MH2005PLC156229. For details of change in name and registered office of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page no. 91 of this Draft Prospectus.

Brief details of our Company:

Particulars	Details
Registered Office	A-327, 3 rd Floor, Virwani Industrial Estate, Goregaon (East), Mumbai – 400 063
Date of Incorporation	September 21, 2005
Company Identification Number	U36911MH2005PLC156229
Company Category	Company Limited by Shares
Registrar of Company	Maharashtra, Mumbai
Address of the RoC	Everest 5th Floor, 100 Marine Drive, Mumbai, Maharashtra 400 002
Company Secretary and Compliance Officer	Mrs. Anita Renuse, Creative Gems And Jewellery Ltd, A-327, 3 rd Floor, Virwani Industrial Estate, Goregaon (East), Mumbai – 400 063 Tel No: +91-22-29270666/ 29272222; Email: anita@cgj.co.in
Designated Stock Exchange	NSE
Issue Program	Issue opens on : [●] Issue closes on : [●]

Note: Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository's beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB or the Syndicate / Sub – Syndicate Members to whom the Bid was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Bid Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs or details of the Syndicate / Sub – Syndicate Members to whom the Bid was submitted (at ASBA Bidding Locations) where the ASBA Form was submitted by the ASBA Bidder.

Board of Directors of our Company

Presently our Board of Directors comprises of following Directors

Sr. No	Name	Age	Address	Designation	DIN
1	Ketan Nalinkant Shah	54	85/401, Gurukrupa Building, Road No. 4, Near Jain Temple, Jawahar Nagar, Goregaon (West) Mumbai – 400 104.	Managing Director	00933722
2	Priyank Ketan Shah	30	85/401, Gurukrupa Building, Road No. 4, Near Jain Temple, Jawahar Nagar, Goregaon (West) Mumbai – 400 104.	Whole Time Director	07007475
3	Sonal Ketan Shah	52	85/401, Gurukrupa Building, Road No. 4, Near Jain Temple, Jawahar Nagar, Goregaon (West) Mumbai – 400 104.	Non-Executive Director	00933607



Sr. No	Name	Age	Address	Designation	DIN
4	Kantimohan Mishra	40	Bholenath Chawl, Akruti Road, Near Lokhandwala Auto Stand, Gokul Nagar, Kandivali (East), Mumbai – 400 101	Independent Director	07098599
5	Rajesh L Balduwa	27	15/454, Nav Nirmata, S.V. Road, Siddharth Nagar, Near City Center, Goregaon (West), Mumbai – 400 104	Independent Director	07735789

For further details pertaining to the education qualification and experience of our Directors, please refer the chapter titled “Our Management” beginning on page no. 94 of this Draft Prospectus.

Company Secretary

Mrs. Anita Renuse

Creative Gems And Jewellery Ltd,
A-327, 3rd Floor,
Virwani Industrial Estate,
Goregaon (East), Mumbai – 400 063
Tel No: +91-22-29270666/ 29272222;
Email: anita@cgj.co.in

Chief Financial Officer

Mr. Shankar Chavan

Creative Gems And Jewellery Ltd,
A-327, 3rd Floor,
Virwani Industrial Estate,
Goregaon (East), Mumbai - 400063
Tel No: +91-22-29270666/ 29272222;
Email: shankar@cgj.co.in

Lead Manager to the Issue

Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996
404/1, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East),
Mumbai- 400 057.

Contact Person: Mr. Manish Gaur

Tel. No.: +91 22 2612 3207/08

Email: smeipo@markcorporateadvisors.com

SEBI Regn No.: INM000012128

Investor Grievance Email: compliance@markcorporateadvisors.com

Registrar to the Issue

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makhwana Road,
Marol, Andheri (E), Mumbai – 400059.

Contact Person: Mr. Ashok S Shetty

Tel No.: +91 22 2847 0652/4043 0200



Email: ipo@bigshareonline.com
SEBI Regn No.: INR000001385

Legal Counsel to the Issue

Alliance Law

Advocate & Legal Advisors
801, 8th Floor,
214, Raheja Center,
Free Press Journal Marg,
Nariman Point,
Mumbai – 400 021.
Tel: +91 22 22040822 / 22040823 / 22040824
Email: cm@alliancelaw.in

Bankers to our Company

State Bank of India

SME Backbay Reclamation Branch,
Mittal Court, 'B' Wing, Ground Floor,
Nariman Point, Mumbai – 400021.

Statutory Auditors of our Company

M/s. Aniket Kulkarni & Associates

Chartered Accountants
Registration No: 130521W
Membership No: 127246
Add: Unit 12, Highway Commercial Centre
I B Patel Marg
Off Western Express Highway
Goregaon (East)
Mumbai – 400 063
Tel: +91 - 9619418317/022-26863932/40239624
Email: aniketklk@gmail.com

Independent Auditors of our Company (Peer Review certified)

M/s Dalal and Kala Associates

Chartered Accountants
Registration No: 102017W
Membership No: 036718
Add: 14/1, Khetan Shopping Center,
Opp. MTNL, S.V.Road,, Malad (West), Mumbai – 400 063
Tel: +91 9323646243
Email: anand@bansalbansal.com

Bankers to the Issue/Escrow Collection Banks/ Refund Bankers to the Issue

[•]

Self Certified Syndicate Banks (SCSB's)

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/pmd/scsb.html>. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.



Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities

Since Mark Corporate Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

Credit Rating

This being an issue of Equity Shares, there is no requirement of credit rating for the Issue.

IPO Grading

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

Brokers to the Issue

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

Expert Opinion

Except for the report which will be provided by (a) Peer Review auditors' reports on the restated financial statements; and (b) statement of tax benefits by the statutory auditors, (a copy of the said report and statement of tax benefits has been included in the Prospectus), we have not obtained any other expert opinions.

Trustees

This is being an issue of Equity Shares; the appointment of trustee is not required.

Appraisal and Monitoring Agency

The objects of the Issue have not been appraised by any agency. The Objects of the Issue and means of finance, therefore, are based on internal estimates of our Company.

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds. However, as per the Clause 52 of the SME Listing Agreement to be entered into with the Stock Exchanges upon listing of the Equity Shares and in accordance with the corporate governance requirements, the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

Underwriting

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

Details of the Underwriter	Number of Shares Underwritten	Amount Underwritten (Rs, in Lakhs)	% of the total Issue Size Underwritten
[●]	[●]	[●]	[●]

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.



Details of the Market Making Arrangement for this issue

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with the following Market Maker, duly registered with NSE to fulfill the obligations of Market Making

[●]

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

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 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 82,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 82,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) 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.
- 8) The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

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



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

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

- 11) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:
- 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.
 - 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 price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The call auction is not applicable of those companies, which are listed at SME platform.

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

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



CAPITAL STRUCTURE

Our Share Capital before the issue and after giving effect to the issue, as on the date of filing of this Draft Prospectus, is set forth below:

(Rs in Lakhs)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at issue price
A.	Authorized Share Capital 80,00,000 Equity Shares of face value of ₹10/- each	800.00	-
B.	Issued, subscribed and paid-up Share Capital before the Issue 32,89,500 Equity Shares of face value of ₹ 10/- each	328.95	-
C.	Present issue in terms of this Draft Prospectus Issue of 16,20,000 Equity Shares of ₹ 10/- each at a price of [●]/- per Equity Share	[●]	[●]
	Which comprises		
	82,000 Equity Shares of ₹ 10/- each at an Issue Price of [●]/- per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of 15,38,000 Equity Shares of ₹ 10/- each at an Issue Price of [●]/- per Equity Share to the Public	[●]	[●]
	Of Which	[●]	
	7,69,000 Equity Shares of ₹ 10/- each at an Issue Price of [●]/- per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh	[●]	[●]
	7,69,000 Equity Shares of ₹ 10/- each at an Issue Price of [●]/- per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh	[●]	[●]
D	Paid up Equity capital after the Issue 49,09,500 Equity Shares of ₹ 10/- each	[●]	
E	Securities Premium Account		
	Before the Issue	6.45	
	After the Issue	[●]	

Note:

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on 24.07.2018 and by the shareholders of our Company vide a special resolution passed at the EGM held on 31.07.2018.

Class of Shares: The Company has only one class of shares i.e. Equity shares of ₹ 10/- each only.

CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY

Sr. No.	Particulars of Increase	Cumulative no. of shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EoGM
1.	On incorporation	50,000 Equity Shares	₹ 5.00 Lakhs	N.A.	N.A.
2.	Increase from ₹ 5 lakhs to ₹ 7.50 Lakhs	75,000 Equity Shares	₹ 7.50 Lakhs	27.02.2013	EGM
3	Increase from ₹7.50 to ₹800 Lakhs	80,00,000 Equity Shares	₹ 800.00 Lakhs	20.03.2018	EGM



1. Share Capital History

a. Our existing Equity Share Capital has been subscribed and allotted as under:

Date of allotment	Number of equity shares Allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration (Cash, other than Cash, Bonus)	Nature of allotment/ Transaction	Cumulative Number of Equity Shares	Cumulative Paid up Equity share Capital (In Rs)	Cumulative Share Premium (In ₹)
On incorporation	11,000	10	10	Cash	Subscription to Memorandum ^(b)	11,000	110000	-
06.01.2012	39,000	10	125	Cash	Further allotment ^(c)	50,000	5,00,000	44,85,000
01.03.2013	25,000	10	160	Cash	Further allotment ^(d)	75,000	7,50,000	82,35,000
22.03.2018	31,50,000	10	10	Consideration other than Cash	Bonus in the ratio of 42: 1 ^(f)	32,25,000	3,22,50,000	nil
24.07.2018	64,500	10	20	Cash	Further allotment ^(e)	32,89,500	3,28,95,000	6,45,000

b. The details of the allotment of Equity Shares of the face value of ₹10/- made to the subscribers are as under:

Sr. No	Name of the Allottee	No. of Shares Allotted
1	Ashwin P Shah	4000
2	Sohani Ashwin Shah	1000
3	Alkesh Rajnikant Shah	5000
4	Ketan N Shah	1000
	Total	11,000

c. The details of the further allotment of 39,000 Equity Shares of the face value of ₹10/- at a premium of ₹115/- per share on 06.01.2012 is as under:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Ketan Nalinkant Shah	15,000
2	Alkesh R Shah (HUF)	4,000
3	Rajnikant P Shah (HUF)	20,000
	Total	39,000

d. The details of the further allotment of 25,000 Equity Shares of the face value of ₹10/- per share at a premium of ₹150/- per share on 01.03.2013 is as under:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Ketan Nalinkant Shah	6,900
2	Sonal Ketan Shah	3,800
3	Rajnikant P Shah	14,300
	Total	25,000



e. The details of Bonus allotment of Shares in ratio of 42:1 (Allotment of Forty Two Equity Shares for One Equity Share held) are on 22.03. 2018 as under:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Ketan Nalinkant Shah	19,19,400
2.	Sonal Ketan Shah	3,82,200
3.	Priyank Ketan Shah	8,44,200
4.	Rajesh Shah	4,200
Total		31,50,000

f. The details of further allotment of 64,500 Shares of Face Value of ₹ 10/- per Equity share at a premium of Rs. 10/- per share on 24.07.2018 are as under:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Mrs. Bijal Kaushik Gandhi	32,250
2.	Mrs. Priti Nimesh Singh	10,750
3.	Mrs. Trupti Hemal Vasa	10,750
4.	Mrs. Nikita Kunal Shah	10,750
Total		64,500

The Bonus allotment has been made by capitalizing credit balance of Surplus Account to the extent of ₹ 3,15,00,000.

2. Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 391 to 394 of the Companies Act, 1956 and/or under Section 230 to 234 of the Companies Act, 2013.

3. Share Capital Build-up of our Promoters & Lock-in:

Our Promoters have been allotted and acquired / transferred Equity Shares from time to time. The following is the Equity share capital build-up of our Promoters:

a. Mr. Ketan Nalinkant Shah

Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of shares	Cumulative No. of Equity Shares	Face Value	Issue/ Transfer Price	Total Consideration	% of Pre Issue Capital	% of post issue Capital	Lock in Period	Source of Funds	Pledge
21.09. 2005	Subscriber to MOA	1000	1000	10	10	10000	0.03 %	0.02 %	1 year	Personal savings	No
31.10. 2005	Transfer to Sonal Ketan Shah	(100)	900	10	10	(1000)	0.03 %	0.02 %	NA	NA	MA
06.01. 2012	Further allotment	15000	15900	10	125	1875000	0.46 %	0.31 %	1 year	Personal savings	No
01.03. 2013	Further allotment	6900	22800	10	160	1104000	0.20 %	0.14 %	1 year	Personal savings	No
31.03. 2015	Transfer to Alkesh Shah	(100)	22700	10	10	(1000)	Negligible	Negligible	NA	NA	NA
23.08. 2016	Transfer from Rajnika	19000	41700	10	10	190000	0.57 %	0.38 %	1 year	Personal savings	No



	nt Shah										
23.08.2016	Transfer from Alkesh Shah HUF	4000	45700	10	10	40000	0.12 %	0.08 %	1 year	Personal savings	No
22.03.2018	Bonus Issue	981900	1027540	10	10	-	29.85 %	20.00 %	3 years	NA	NA
22.03.2018	Bonus Issue	937500	1965100	10	10	-	28.50 %	19.10 %	1 year	NA	NA
23.06.2018	Transfer to Mihir Shah	(100)	1965000	10	20	(2000)	Negligible	Negligible	NA	NA	NA
23.06.2018	Transfer to Sandeep Salvi	(100)	1964900	10	20	(2000)	Negligible	Negligible	NA	NA	NA
	Total		19,64,900				59.76 %	40.05 %			

b. Mrs Sonal Ketan Shah

Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of shares	Cumulative No. of Equity Shares	Face Value	Issue/ Transfer Price	Total Consideration	% of Pre Issue Capital	% of post issue Capital	Lock in Period	Source of Funds	Pledge
31.10.2005	Transfer from Ketan N Shah	100	100	10	10	1000	Negligible	Negligible	1 year	Personal Savings	No
01.03.2013	Further allotment	3800	3900	10	160	608000	0.11 %	0.07	1 year	Personal Savings	No
23.08.2016	Transfer from Alkesh Shah	5000	8900	10	10	50000	0.15	0.10%	1 year	Personal Savings	No
23.08.2016	Transfer from Rajan Shah	100	9000	10	10	1000	Negligible	Negligible	1 year	Personal savings	No
23.08.2016	Transfer from Sheetal Shah	100	9100	10	10	1000	Negligible	Negligible	1 year	Personal Savings	No
22.03.2018	Bonus Issue	382200	391300	10	-	-	11.61 %	7.78%	1 year	NA	NA
TOTAL			3,91,300				11.87 %	7.95%			

c. Mr. Priyank Ketan Shah

Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of shares	Cumulative No. of Equity Shares	Face Value	Issue/ Transfer Price	Total Consideration	% of Pre Issue Capital	% of post issue Capital	Lock in Period	Source of Funds	Pledge
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05.09.2008	Transfer from Rajnikant Shah	100	100	10	10	1000	Negligible	Negligible	1 year	Personal Savings	No
23.08.2016	Transfer from Rajnikant Shah (HUF)	20000	20100	10	10	20000	0.61	0.41%	1 year	Personal Savings	No
22.03.2018	Bonus Issue	844200	864300	10	-	-	25.66	17.19%	1 year	NA	NA
23.06.2018	Transfer to Ankush Ramani	(100)	864200	10	20	(2000)	Negligible	Negligible	-	NA	NA
01.08.2018	Transfer from Rajesh Shah	4300	868500	10	20	86000	0.13	0.08%			
TOTAL		8,68,500					26.40%	17.68%			

As per clause (a) sub-regulation (1) Regulation 32 of the SEBI ICDR Regulations and in terms of the aforesaid table, an aggregate of 20% of the Post-Issue Equity Share Capital of our Company i.e. 9,81,900 equity shares shall be locked in by our Promoters for three years. The lock-in shall commence from the date of commencement of commercial production or date of allotment in the proposed public issue, whichever is later and the last date of lock-in shall be reckoned as three years from the actual date of commencement of Lock-in period (“**Minimum Promoters’ contribution**”). The Promoters’ contribution has been brought into to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoter for the lock-in of 9,81,900 Equity Shares for 3 years. We confirm that the minimum Promoters’ contribution of 20% of the Post Issue Capital of our Company which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters’ contribution;
- Equity Shares acquired by Promoter during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue; or equity shares pledged with any creditor.
- Further, our Company has not been formed by the conversion of a partnership firm into a company and no Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and/or under Section 230 to 234 of the Companies Act, 2013.
- The Equity Shares held by the Promoters and offered for Minimum Promoters’ Contribution are not subject to any pledge.
- All the Equity Shares held by our Promoters are in the Dematerialised form.



4. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to the SEBI (ICDR) Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be considered as promoters' contribution ("*Promoters Contribution*") and locked in for a period of three years from the date of Allotment.

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

Details of the Equity Shares forming part of Promoters Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment	Nature of Acquisition	Number of Equity Shares	Face Value	Issue Price	Nature of Consideration	% of Pre Issue Equity Capital	% of Post Issue Equity Capital
Mr. Ketan Nalinkant Shah							
22.03.2018	Bonus Issue	9,81,900	10	-	Bonus	29.85%	20.00%

5. Equity Shares locked-in for one year

In addition to 20.00% of the post-Issue capital of our Company which shall be locked-in for three years as the Minimum Promoters' Contribution, the balance Pre-Issue Paid-up Equity Share Capital of our Company i.e. 23,07,600 Equity Shares will be locked-in for a period of one year from the date of allotment in the proposed Initial Public Offer.

6. Other requirements in respect of "Lock-in"

In terms of Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable. In terms of Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

In terms of Regulation 39 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the followings:

- If the specified securities are locked-in in terms of sub-regulation (a) of Regulation 36 of the SEBI (ICDR) Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of sub-regulation (b) of Regulation 36 of the SEBI (ICDR) Regulations and the pledge of specified securities is one of the terms of sanction of the loan.

We further confirm that our promoters' contribution of 20% of the post issue Equity Share Capital does not contain any contribution from any Alternative Investment Fund.

7. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.



8. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme 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.



9. Our shareholding pattern

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

i. Summary of Shareholding Pattern

Category (I)	Category of Shareholder (II)	No. of Shareholders. (III)	No of fully paid up equity shares held. (IV)	No of partly paid up equity shares held. (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI=VII +X)	Number of Locked in shares (XII)		No. of shares Pledged Or Otherwise Encumbered (XIII)		No. of Equity shares held in De-mat Form (XIV)
								Nos of voting Rights	Total as % of (A+B+C)			No's of shares held (a)	As % of total number of shares held(b)	No's of shares held (a)	As % of total number of shares held (b)	
A	Promoter and Promoter Group	3	32,24,700	0	0	32,24,700	98.03%	32,24,700	32,24,700	0	98.03%	0	0	0	0	32,24,700
B	Public	7	64,800	0	0	64,800	1.97%	64,800	64,800	0	1.97%	0	0	0	0	64,800
C	Non- Promoter Non-Public															
C 1	Shares Underlying DRs															
C 2	Shares held by Employee Trusts															
	Total	10	32,89,500	0	0	32,89,500	100%	32,89,500	32,89,500	0	100%	0	0	0	0	32,89,500

Note: The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(a) Our Company will file the shareholding pattern of our Company in the form prescribed under Regulation 31 of SEBI (LODR) Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of our Equity Shares.

(b) There are no Equity Shares against which depository receipts have been issued.

(c) Other than the Equity Shares, there is no other class of securities issued by our Company.



ii. i. Shareholding Pattern of the Promoter and Promoter Group

Category (I)	Category of Shareholder (II)	No. of Shareholders. (III)	No of fully paid up equity shares held. (IV)	No of partly paid up equity shares held. (V)	No. of shares underlyin g Depositor y Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI=VII +X)	Number of Locked in shares (XII)		No. of shares Pledged Or Otherwise Encumbered (XIII)		No. of Equity shares held in De-mat Form (XIV)
								Nos of voting Rights	Total as % of (A+B+C)			Nos of shares held (a)	As % of total number of shares held(b)	Nos of shares held (a)	As % of total number of shares held (b)	
1)	Indian											0	0	0	0	
a)	Individuals/ HUF	3	3224700	0	0	3224700	98.03	3224700	98.03	0	98.03	0	0	0	0	3224700
	Ketan N Shah		1964900	0	0	1964900	59.73	1964900	59.73		11.90	0	0	0	0	1964900
	Sonal Ketan Shah		391300	0	0	391300	11.90	391300	11.90		26.40	0	0	0	0	391300
	Priyank Ketan		868500			868500	26.40	868500	26.40		59.73	0	0	0	0	868500
b)	Central / State Govt	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d)	Any Other (Specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub- Total (A)(1)	3	32,24,700			32,24,700	98.03%	32,24,700	98.03%		98.03%					32,24,700
2)	Foreign															
a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
b)	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
e)	Any Other (Specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub- Total (A)(2)	3	32,24,700			32,24,700	98.03%	32,24,700	98.03%		98.03%					32,24,700



iii. Shareholding Pattern of our Public Shareholders

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid up equity shares held. (IV)	No of partly paid up equity shares held. (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR, 1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI=VII +X)	Number of Locked in shares (XII)		No. of shares Pledged Or Otherwise Encumbered (XIII)		No. of Equity shares held in De-mat Form (XIV)
								Nos of voting Rights	Total as % of (A+B+C)			Nos of shares held (a)	As % of total number of shares held(b)	Nos of shares held (a)	As % of total number of shares held (b)	
1)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub- Total (B)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub- Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3)	Non Institutions															
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.	6	32550	0	0	32550	0.99	32550	0	32550	0.99	0	0.99	0	0	0
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	1	32250	0	0	32250	0.98	32250	0	32250	0.98	0	0.98	0	0	0
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Employee Trust	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any other (Specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Sub- Total (B)(3)	7	64800	0	0	64800	1.97	64800	0	64800	1.97	0	1.97	0	0	0
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	7	64800	0	0	64800	1.97	64800	0	64800	1.97	0	1.97	0	0	0

Note: Out of 7 Shareholders as mentioned above, 3 Shareholders holding in aggregate 300 Equity Shares are Employees of the Company.



iv. **Statement showing shareholding pattern of the Non Promoter-Non Public Shareholder**

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								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)	
1)	Custodian/DR Holder															
	Name of DR Holder (If available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Subtotal (C) (1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Subtotal (C) (2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Our Company will file shareholding pattern of our Company in, the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such equity shares

10. The shareholding pattern of our Promoter and public before and after the Issue:

Sr. No	Name of Shareholder	Pre Issue		Post Issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
A. PROMOTERS					
1	Ketan Nalinkant Shah	1964900	59.73%	1964900	40.02%
2	Sonal Ketan Shah	391300	11.90%	391300	7.97%
3	Priyank Ketan Shah	868500	26.40%	868500	17.69%
B. PUBLIC					
1.	Mrs. Bijal Kaushik Gandhi	32250	0.98%	32250	0.66%
2.	Mrs. Priti Nimesh Singh	10750	0.32%	10750	0.22%
3.	Mrs. Trupti Hemal Vasa	10750	0.32%	10750	0.22%
4.	Mrs. Nikita Kunal Shah	10750	0.32%	10750	0.22%
5.	Mr. Mihir Shah	100	Negligible	100	Negligible
6.	Mr. Sandeep Salvi	100	Negligible	100	Negligible
7.	Mr. Ankush Ramani	100	Negligible	100	Negligible

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed. Further, our Company may propose to alter our capital structure within a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise.
12. Except transfer of 4,300 Equity Shares to Mr. Priyank Ketan Shah on August 1, 2018 and 100 Equity shares were transferred from Priyank Ketan Shah to Ankush Ramani and 100 Equity Shares each transferred from Ketan Nalinkant Shah to Mihir Shah and to Sandeep Salvi respectively on June 23, 2018, there are no transactions in our Equity Shares, which have been purchased/(Sold) by our Promoters, their relatives and associates, persons in promoter group (as defined under sub-clause (zb) sub-regulation (1) of Regulation 2 of the SEBI (ICDR) Regulations, 2009) or the Directors of the Company and their immediate relatives as defined in sub-clause (ii) of clause (zb) of sub-regulation (1) of regulation 2 of the SEBI (ICDR) Regulations, 2009 during the past six months immediately preceding the date of filing this Draft Prospectus
13. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months preceding the date of filing of the Draft Prospectus.
14. Our Company, our Promoter, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through the Draft Prospectus.
15. There are no safety net arrangements for this public issue.
16. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
17. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
18. As per RBI regulations, OCBs are not allowed to participate in this Issue.



19. Equity Shares held by top ten shareholders

a) Particulars of the top ten shareholders as on the date of the Draft Prospectus

Sr. No.	Name of shareholder	No of shares held	% of paid up capital
1	Mr. Ketan Nalinkant Shah	1964900	59.73
2	Mrs. Sonal Ketan Shah	391300	11.90
3	Mr. Priyank Ketan Shah	868500	26.40
4	Mrs. Bijal Kaushik Gandhi	32250	0.98
5	Mrs. Priti Nimesh Singh	10750	0.33
6	Mrs. Trupti Hemal Vasa	10750	0.33
7	Mrs. Nikita Kunal Shah	10750	0.33
8	Mr. Mihir Shah	100	0.00
9	Mr. Sandeep Salvi	100	0.00
10	Mr. Ankush Ramani	100	0.00
	TOTAL	32,89,500	100%

b) Particulars of top ten shareholders ten days prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholder	No of shares held	% of paid up capital
1	Mr. Ketan Nalinkant Shah	1964900	59.73
2	Mrs. Sonal Ketan Shah	391300	11.90
3	Mr. Priyank Ketan Shah	868500	26.40
4	Mrs. Bijal Kaushik Gandhi	32250	0.98
5	Mrs. Priti Nimesh Singh	10750	0.33
6	Mrs. Trupti Hemal Vasa	10750	0.33
7	Mrs. Nikita Kunal Shah	10750	0.33
8	Mr. Mihir Shah	100	0.00
9	Mr. Sandeep Salvi	100	0.00
10	Mr. Ankush Ramani	100	0.00
	TOTAL	32,89,500	100%

c) Particulars of the top four shareholders two years prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholder	No of shares held	% of paid up capital
1.	Ketan Nalinkant Shah	45,700	60.93
2.	Sonal Ketan Shah	9,100	12.13
3.	Priyank Ketan Shah	20,100	26.80
4.	Rajesh Shah	100	0.14
	TOTAL	75,000	100%

20. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
21. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
22. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
23. An Applicant cannot make an application for more than 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.
24. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.



25. We have 10 shareholders as on the date of filing of the Draft Prospectus.
26. Our Promoter and the members of our Promoter Group will not participate in this Issue.
27. Our Company has not made any public issue or right issue since its incorporation.
28. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
29. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter 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.
30. Except Mr. Ketan Shah, our Managing Director who holds 19,64,900 Equity Shares, Mr Priyank Ketan Shah, Whole Time Director who holds 8,68,500 Equity Shares and Mrs. Sonal Ketan Shah, Non-Executive Director who holds 3,91,300 Equity Shares, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company. For further details of holding see the chapter titled “Our Management” beginning on page no. 94 of this Draft Prospectus.



SECTION-IV: PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The objects of the Issue are to finance our Working Capital Requirement and achieve the benefits of listing on the SME platform of NSE. We believe that listing will enhance our corporate image and brand name of our Company.

The Objects of the Issue are as stated below:

- 1.) To meet the Working Capital Requirements
- 2.) General Corporate Purposes

The main Objects Clause of our Memorandum of Association permits us to undertake our existing activities and the activities for which the funds are being raised by us, through the present Issue. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The details of the proceeds of the Issue are summarized in the table below:

Requirements of Funds:

The Funds required are proposed to be used in accordance with the details provided in the following table:

(₹ in Lakhs)

Sr. No.	Particulars	Amount
1)	To meet the Working Capital Requirements	900.00
2)	General Corporate Purposes	[]
	TOTAL	[]

Means of Finance:

The above mentioned fund requirement are to be financed as shown below:

(₹ in Lakhs)

Sr. No.	Particulars	Amount
1)	Gross Proceeds from the Issue	[]
	<u>Less: Issue Expenses</u>	[]
	Net Proceeds from the Issue	[]

Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) 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 proposed Issue.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from Internal Accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding as on date of draft Prospectus.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be



reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled 'Risk Factors' beginning on page 12 of the draft Prospectus.

Details of Utilization of Gross Proceeds from the Issue:

The details of utilization are set forth herein below:

1.) To meet the Working Capital Requirements:

Sr. No.	Particulars	As on March 31,		
		2017	2018	2019
		Actual (Restated)	Actual (Restated)	Estimated
A.	Current Assets			
	Trade Receivables	329.23	486.51	781.00
	Inventories	874.54	1242.91	1583.00
	Other Current Assets	32.24	81.11	73.00
	Advance Payment of Tax	-	-	86.00
	Cash and cash equivalents	102.87	80.73	11.00
	Total (A)	1338.88	1891.26	2534.00
B.	Current Liabilities			
	Trade Payables	512.12	452.17	209.00
	Short Term Borrowings	158.75	602.63	566.00
	Other Current Liabilities and Short Term Provisions	225.95	87.66	108.00
	Total (B)	896.82	1142.46	883.00
C.	Net Working Capital (A)-(B)	442.06	748.80	1651.00
D.	Working Capital Gap			902.20
	Rounded Off			900.00

Basis of Estimation:

Sr. No.	Particulars	Remark
1)	Debtors	We expect Debtors Holding period to be around 90 days for FY 2018-2019 based on increased revenue
2)	Inventory	We expect Inventory holding period to be around 225 days for FY 2018-19 based on increased revenue
3)	Creditors	We expect Creditors to be around 30 days in FY 2018-19 due to reduction in credit period

2.) General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to [] Lakhs towards General Corporate Purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations. The General Corporate Purposes for which our Company proposes to utilise Net Proceeds include meeting exigencies faced, and expenses incurred, by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board or a duly constituted committee thereof. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilizing surplus amounts, if any



3.) Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ [] Lakhs. The Issue expenses consist of underwriting fees, selling commission, fees payable to the Lead Managers, legal counsels, Bankers to the Issue including processing fee to the SCSBs for processing ASBA Application Forms procured by the Syndicate Members and submitted to the SCSBs and Registrar to the Issue, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The break-up for the Issue expenses is as follows:

Particulars	Estimated Expenses (₹ in Lakhs)	As a % of the total estimated Issue expenses	As a % of the total Issue size
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Legal Advisors, Registrars, Bankers, etc.	[●]	[●]	[●]
Regulatory Fees	[●]	[●]	[●]
Marketing and Other Expenses	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.05% on the Allotment Amount or ₹10 whichever less on the Applications wherein shares are allotted.

Our fund requirements and deployment thereof are based on the estimates of our management. These are based on current circumstances of our business and are subject to change in light of changes in external circumstances or costs or in our financial condition, business or strategy. Our management, in response to the dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Proceeds. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, debt or equity financing. Our management expects that such alternate arrangements would be available to fund any such shortfall.

Proposed Schedule of Implementation:

(₹ in Lakhs)				
Sr. No.	Particulars	Already incurred	FY 2018-19	Total
1.)	To meet Working Capital Requirements	-	900.00	900.00
2.)	General Corporate Purposes	-	[●]	[●]
3.)	Issue Expense	7.16	[●]	[●]
Gross Total		7.16	[●]	[●]

Details of funds already Deployed till date and Sources of Funds deployed

The Funds deployed upto is August 20, 2018 is 7.16 Lakhs pursuant to the objects of this Issue as certified by the auditor of the Company, M/s Aniket Kulkarni & Associates, Chartered Accountants vide certificate dated August 20, 2018. The said amount has been met by the Company from its resources and the same will be adjusted against the issue proceeds.

Variation in Objects

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



Monitoring Utilization of Funds

As the Net Proceeds of the Issue will be less than ₹10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this draft Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraised.

Other Confirmations

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel.

Interim Use of Funds

The management, in accordance with the approval of the Board of Directors, will have the flexibility in deploying the Issue Proceeds. Pending utilization for the purposes described above, we intend to invest the Issue Proceeds in interest/dividend bearing liquid instruments including money market mutual funds and deposits with banks for the necessary duration. Such investments would be in accordance with all applicable laws and investment policies approved by our Board from time to time. Our Company confirms that pending utilization of the Issue Proceeds; it shall not use the funds for any investments in the equity markets.



BASIC TERMS OF THE ISSUE

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 223 of the Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association.

Face Value and Issue Price per Share

The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹ [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “*Basis for Issue Price*” beginning on page 63 of the Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of issue.

Market Making

The shares offered through this issue are proposed to be listed on the NSE EMERGE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see “*General Information – Details of the Market Making Arrangements for this Issue*” beginning on page 37 of the Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days, after our Company becomes liable to pay the amount, our Company shall pay interest as prescribed under Section 73 of the Companies Act.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of issue.



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.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of 2,000 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 the NSE EMERGE.



BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections titled "Risk Factors" and "Auditors Report and Financial Information Of Our Company on page no. 12 and 113, respectively, of this Draft Prospectus to get a more informed view before making the investment decision.

Qualitative Factors

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

1. Exclusive Curated Designs
2. High Standard of Quality Control
3. In-House Infrastructure
4. Use of Latest Technology
5. Delivery on time
6. Huge Design Database
7. Extensive Sample Line

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 74 of the Draft Prospectus.

Quantitative Factors

1. Basic & Diluted Earnings Per Share (EPS)#:

Basic Earnings Per Share (in ₹) = Net Profit after Tax (as restated) attributable to shareholders

Weighted Average Number of Equity Shares outstanding
During the year

Financial Year/Period	Basic and Diluted EPS (in ₹) (Pre Bonus)	Basic and Diluted EPS (in ₹) (Post Bonus)#	Weighted Average
Financial Year 2015-16	48.25	1.10	1
Financial Year 2016-17	57.72	1.31	2
Financial Year 2017-18	5.98	5.98	3
Weighted Average EPS	30.27	3.61	
For the period ended June 30, 2018	2.65*	2.65*	

Face Value of Equity Share is ₹ 10. * Not Annualized

Note: Our Company has made allotment of 31,50,000 Bonus Equity Shares, in the ratio of 42:1, i.e. 42 shares for every one share held to our Shareholders on 22.03.2018 by capitalizing sum of ₹ 315,00,000 standing to the credit of Surplus in Profit and Loss Account and Share Premium Account.

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●]:

Particulars	EPS (in ₹)	P/E at the Issue Price (₹)
Pre Bonus		
a. Based on EPS of F.Y. 2017-18	5.98	
b. Based on Weighted Average EPS	29.82	
Post Bonus		
a. Based on EPS of F.Y. 2017-18	5.98	
b. Based on Weighted Average EPS	37.32	

3. Return on Net Worth:

Return on Networth (%) =
$$\frac{\text{Net profit after tax as restated}}{\text{Networth as the end of the year}} \times 100$$



Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2016	12.83	1
Financial Year ended March 31, 2017	13.31	2
Financial Year ended March 31, 2018	37.21	3
Weighted Average		25.18
For the period ended June 30, 2018		14.17

4. Minimum Return on Increased Net Worth required to maintain pre-issue Earnings Per Share:

Period	Particulars	Post Bonus Issue
Financial Year 2017-18	Earnings per Share	[●]
Minimum Return on Increased Net Worth		[●]

* Not annualized

5. Net Asset Value per Equity Share:

Particulars	Amount (in ₹)
As of March 31, 2018	16.06
For the period ended June 30, 2018	18.72
NAV per Equity Share after the Issue	[●]
Issue Price per Equity Share	[●]

6. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone	Face Value (In Rs)	EPS (In Rs) Basic	P/E Ratio	RoNW (%)	Revenue from operations (₹ in Lakhs)
Creative Gems And Jewellery Limited	Standalone	10	5.98	-	37.21	2880.25
Bhakti Gems and Jewellery Limited	Standalone	10	0.27	70	0.00	328.5
Narbada Gems and Jewellery Limited	Standalone	10	1.5	173.6	21.27	263.30

Source: www.bseindia.com

*Based on March 31, 2018 financial statements as reported to BSE / NSE

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

The face value of Equity Shares of our Company is ₹ 10 per Equity Share and the Issue price is [●] times the face value.

The Issue Price of ₹ [●] is determined by our Company, in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled 'Risk Factors', and chapters titled 'Our Business' and 'Financial Information' beginning on page numbers 12,74 and 113, respectively of this Draft Prospectus.



STATEMENT OF POSSIBLE TAX BENEFITS

Statement of possible special tax benefits available to the company and its shareholders

To
**The Board of Directors,
Creative Gems and Jewellery Limited**
(Formerly known as Creative Gems & Jewellery Pvt. Ltd)
A-327, 3rd Floor, Virwani Industrial Estate,
Western Express Highway,
Goregaon (East), Mumbai – 400 063.

Dear Sirs,

We refer to proposed issue of the shares of Creative Gems and Jewellery Limited, formerly known as Creative Gems and Jewellery Private Limited ('the Company'). We enclose herewith the statement showing the possible tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), as applicable to the assessment year 2019-20 relevant to the financial year 2018-19 for inclusion in the Draft Prospectus ("Draft Offer Document") for the proposed issue of shares. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions, which is based on the business imperatives, the company or its shareholders may or may not choose to fulfill. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement. 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;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- the revenue authorizes/courts will concur with the views expressed herein.

For **Aniket Kulkarni & Associates**
Chartered Accountants
Firm Registration No. : 130521W

Aniket Kulkarni
Proprietor
Membership No.: 127246

Date: 20/08/2018
Place: Mumbai

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO CREATIVE GEMS AND JEWELLERY LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

1. Special Tax Benefits available to the Company

There are no Special tax benefits available to the Company.



2. Special Tax Benefits available to the shareholders of the Company

There are no Special tax benefits available to the shareholders of the Company.

Notes:

All the above benefits are as per the current tax laws and any change or amendment in the laws/regulations, which when implemented would impact the same.

For **Aniket Kulkarni & Associates**

Chartered Accountants

Firm Registration No. 130521W

Aniket Kulkarni

Proprietor

Membership No: 127246

Date: 20/08/2018

Place: Mumbai



SECTION-V: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this 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 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

INTRODUCTION

- India exports 93 per cent of its cut and polished diamonds produced.
- India exports 75 per cent of the world's polished diamonds.
- India's exports of cut and polished diamonds rose from US\$ 11.16 billion in FY2004-05 to US\$ 22.78 billion in FY 2016-17, thereby registering a compound annual growth rate (CAGR) of 6.13 per cent.
- India exported US\$ 21.71 billion worth of cut and polished diamonds between April 2017-February 2018.
- An international diamond exchange will be set up in Surat in the next 36 months at a cost of Rs 2,400 crore (US\$ 369.1 million). This will enable the fragmented and unorganised diamond polishing and trading industry to organise itself at one place.
- The Indian Commodity Exchange (ICEX), backed by the Anil Ambani Group has launched the first ever futures contract for diamonds in the world, to create many new opportunities for diamond player

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country's GDP and 15.71 per cent to India's total merchandise exports. It also employs over 4.64 million workers. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 75 per cent of the world's polished diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.



The Gems and Jewellery sector in India is one of the largest in the world and contributes to about 29% of the global consumption. In FY 2014-15, the sector constituted 13.30% of the country's total merchandise exports. India is the largest diamond processing center in the world and accounts for 85% of world's processed diamonds (2014-2016). The Indian Gems and Jewellery industry has gained popularity worldwide because of its talented craftsmen and its superior practices in cutting and polishing fine diamonds and precious stones. The market in India is expected to grow at a compound annual growth rate of 16% over the period 2014-19 according to an industry report. The Industry currently employs around 4.5 million skilled and semi-skilled workers across India and is expected to provide employment opportunities to more than 8.23 million persons by 2022.

Market size

Gold demand in India rose to 737.5 tones between 2017. India's gems and jewellery exports stood at US\$ 32.71 billion in FY2018. During the same period, exports of cut and polished diamonds stood at US\$ 23.73 billion, thereby contributing about 72.55 per cent of the total gems and jewellery exports in value terms. Exports of gold coins and medallions stood at US\$ 1,917.09 million and silver jewellery export stood at US\$ 3,385.65 million during FY2018.

The gems and jewellery market in India is home to more than 300,000 players, with the majority being small players. Its market size is about US\$ 75 billion as of 2017 and is expected to reach US\$ 100 billion by 2025. It contributes 29 per cent to the global jewellery consumption.

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The Goods and Services Tax (GST) and monsoon will steer India's gold demand going forward.



Gems and Jewellery



Size



Market Size:
US\$ 54.58bn



More than **500,000**
gems and
jewellery players



Contributes about
6-7% to India's
Gross Domestic Product

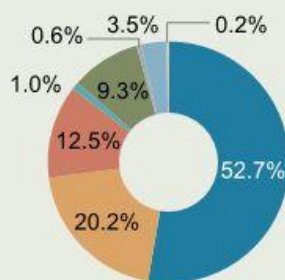


Employs over
4.64mn
employees



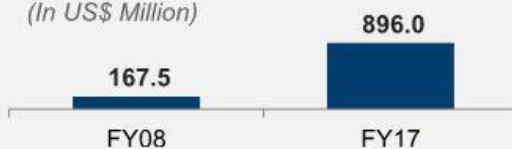
Growth Trends

Segmental Contribution to Exports (FY17)



- Cut and Polished diamonds
- Gold jewellery
- Gold medallions and coins
- Coloured gemstones
- Silver jewellery
- Pearls and Synthetic Stones
- Rough diamonds
- Others

Growth in FDI
(In US\$ Million)



The Government of India has permitted 100 percent FDI in the sector through the automatic route.

Gold Monetisation Scheme

Sovereign Gold Bond Scheme

Jewellery park to be set up in Mumbai

Government Support



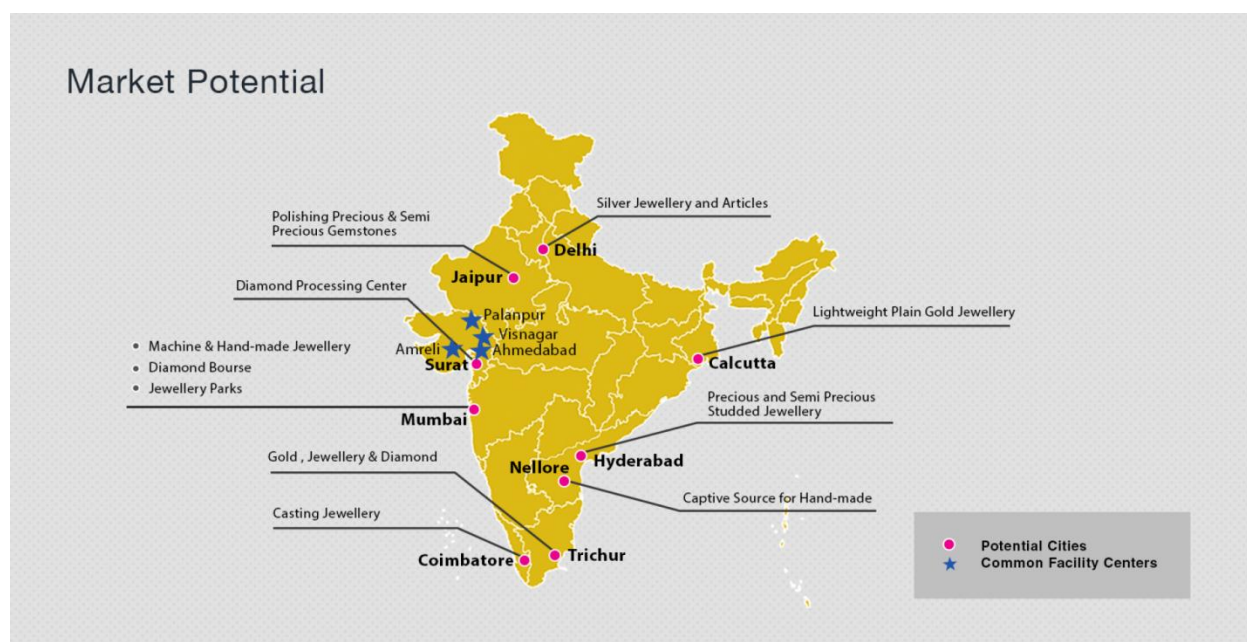
The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – December 2017 were US\$ 1,111.52 million, according to Department of Industrial Policy and Promotion (DIPP).

Some of the key investments in this industry are listed below.

- An international diamond exchange will be set up in Surat by October 2020 at a cost of Rs 2,400 crore (US\$ 372million).
- Companies such as PC Jewellers, PNG Jewellers, Popley and Sons, are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.

MARKET POTENTIAL





INDIAN JEWELLERY INDUSTRY AND EXPORTS

Industry Scenario



■ A USD 41 billion industry

■ Employs workforce of 5 million across India

■ Undisputed world leaders in cut & polished diamonds

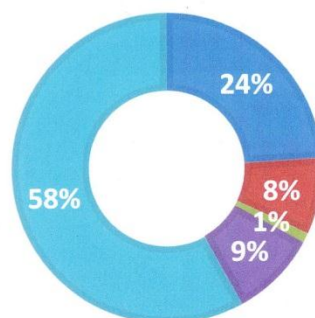
■ India exports 93 % of the world's polished diamonds worth USD 23 billion

■ 14 out of 15 diamonds set in jewellery worldwide are processed in India

■ One billion stones polished each year

■ Not one diamond mine, yet the world's largest supplier

Gem and Jewellery exports for FY 2017 - 18



■ Gold Jewellery

■ Silver Jewellery

■ Coloured Gemstones

■ Others

■ Cut and Polished Diamonds

India has mastered the art of diamond & gem processing and jewellery making over generations, nurturing the skill through ages, making it a shining example of "Make in India"

Policy Initiatives & Investments

FDI Policy

100% Foreign Direct Investment (FDI) through automatic route is allowed in the sector.

Gold Monetization Scheme

The Gold Monetization Scheme (GMS) in the form of Gold Deposit Scheme (DPS) and Gold Metal Loan (GML), launched in November 2015, allows individuals, trusts and mutual funds to deposit gold with banks in return for interest. This is helping reduce dependence on gold imports and alleviate pressure on trade balance. The designated banks accept gold deposits under the Short Term (1-3 Years) Bank Deposit as well as Medium (5-7 years) and long (12-15 years) Term Government Deposit Schemes. The Government also launched the Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold are issued to individuals by the Reserve Bank of India (RBI) in consultation with Ministry of Finance.

Fiscal incentives

- Customs duty on import of Imitation Jewellery increased from existing level of 10% to 15% with the view to protect local manufacturers (Budget 2016-17).
- In order to provide clarity, section 10AA of the Income-tax Act has been amended to provide a sunset date of March 31, 2020 for commencement of activity of manufacture or production of any article or thing or providing services by a unit located in a Special Economic Zone (SEZs) for availing the deduction under the section.
- The Small Scale Industry (SSI) eligibility limit has been raised from INR 12 crore to INR 15 crore
- SSI exemption limit has been raised to INR 10 crore as against INR 6 crore in a financial year.



- A separate Harmonised Systems Code (HS Code) for lab-grown diamonds has been issued. (Budget 2016-17). This would help create a fair trade environment for natural and lab-grown diamonds.
- Exporters of Imitation Jewellery segment are being incentivized under Interest Equalization Scheme and Merchandise Exports from India Scheme (MEIS).
- Exports of notified goods/products to notified markets, is rewarded under MEIS in form of Duty Credit Scrips. The MEIS reward rate for Imitation Jewellery is 5%.
- Interest Equalisation Scheme (previously known as Interest Subvention Scheme) on Pre & Post Shipment Rupee Export Credit was approved with effect from 1st April, 2015 for five years. Under the scheme, Banks reduce the interest rate charged to the eligible exporters as per extant guidelines on interest rates on advances by the rate of interest equalization. The current rate of interest equalisation is 3 %.

Special Notified Zone

With a view to develop India into an international diamond training hub, a Special Notified Zone (SNZ) was opened at Bharat Diamond Bourse in Mumbai on December 20, 2015. The creation of SNZs has ensured the regular availability of direct supply of rough diamond in the country itself and within easy access, not only save time and effort of travel by diamond manufacturers, who move to different centres to procure rough diamonds, but has also minimized middlemen commissions and eventually costs

Total 28 viewing sessions (200 days) have been organized at SNZ as on December 16, 2016, wherein foreign rough diamond mining companies have displayed 31,48,314 carats of rough diamonds worth USD 486.6 million.

Since inception 482 companies have participated in the viewing sessions at SNZ.

Jewellery Park

A Jewellery park is being developed at Mumbai to encourage the local handmade workers and factories in Zaveri Bazar, Dahisar areas of Mumbai to relocate them in the park and develop their trade. This will help in improving living standard of the workers and small scale Manufacturers and improve the work environment in which the workers currently operate.

Common Facility Centres

Setting up of 4 Common Facility Centres (CFCs) in Ahmedabad, Amreli, Visnagar and Palanpur has been approved by the Government at a cost of INR 16.15 crore. The Centres will provide access to common pool of state of the art machinery/equipment at a reasonable rate for individual small & medium diamond manufacturer, which will improve the quality, productivity and yield of the finished diamonds. CFCs will also be served as a platform for technology transfer and re-skilling of the existing artisans by providing them training on diamond grading aspect. A total of 200 small & medium diamond manufacturer will get access to the facility.

Skill development

- Under the PradhanMantriKaushalVikasYojana (PMKVY), which was launched in July 2015, 70,205 people have enrolled for training out of which 51,569 have been certified
- Under Recognition of Prior Learning (RPL), a sub-component of PMKVY, 22,640 artisans have been certified across the country.
- Gem & Jewellery Skill Council of India (GJSCI) is working towards development of 310 National Occupational standards (NOSs), which specifies the standard of performance the individual has to meet.
- In December 2016, the foundation stone for the fifth centre of Indian Institute of Gem & Jewellery (IIGJ) was laid in Varanasi, UP. The other four centres are located in Mumbai, New Delhi, Jaipur and Kolkata. IIGJ offers several courses in Jewellery Design, Manufacturing & CAD, extending from 6-months to 1-year, with emphasis on job training.



Government Initiatives

- The Government of India would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.
- The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.
- The Government of India has planned to set up a Common Facility Center (CFC) at Thrissur, Kerala.
- The Gems and Jewellery Export Promotion Council (GJEPC) signed a Memorandum of Understanding (MoU) with Maharashtra Industrial Development Corporation (MIDC) to build India's largest jewellery park at Ghansoli in Navi Mumbai on a 25 acres land with about more than 5000 jewellery units of various sizes ranging from 500-10,000 square feet. The overall investment of Rs 13,500 crore (US\$ 2.09 billion).

Road Ahead

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Online sales are expected to account for 1-2 per cent of the fine jewellery segment by 2021-22. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

Exchange Rate Used: INR 1 = US\$ 0.016 as of FY2018.

References: Media Reports, Press Releases, Department of Industrial Policy and Promotion (DIPP), Reserve Bank of India, Gem & Jewellery Export Promotion Council, Union Budget 2017-18

Source: www.ibef.org updated June 2018 & Department of Industrial Policy and Promotion Achievements Report dated January 18, 2017



OUR BUSINESS

Our Company, was incorporated as a private limited company under the name and style of 'Creative Gems & Jewellery Private Limited' under the Companies Act, 1956 pursuant to Certificate of Incorporation dated September 21, 2005 issued by the Registrar of Companies, Maharashtra at Mumbai. Our company has been converted into a public limited company under the Companies Act and our name has been changed to Creative Gems And Jewellery Limited pursuant to a fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated 16.07. 2018 issued by the Registrar of Companies, Maharashtra, Mumbai. Our company was initially promoted by Mr. Ketan Nalinkant Shah, Mrs. Sonal Ketan Shah and Mr. Priyank Ketan Shah. Mr Ketan Nalinkant Shah has more than 30 years of experience in the gems and jewellery sector and with their innovative business ideas, in-depth knowledge we have been able to serve our customers excellently.

Creative Gems & Jewellery Pvt. Ltd. is a diamond studded jewellery manufacturing company based in Mumbai having retail showroom clients on a pan-India basis as well as globally. Primarily a B2B business model our expertise and focus is CNC technology driven and customized hand crafted jewellery. Our factory is located at Virwani Industrial Estate, Goregaon, Mumbai

Our brand is in the name of Diyaan through which we market an array of collections varying from bangles, bracelets, hoops, bands, rings, bands, necklaces, chokers to chandeliers, earrings, brooches and pendants. Computerized Numerically Controlled CNC Technology gives light-weight jewelry with impeccable precision, quality & strength.

We also trade in solitaires & loose diamond parcels as and when required by the clients. We take orders as well as create our own designs.

Our team expertise consists of:

- Jewelry Manufacturing
- Design & Aesthetics
- Diamond Grading
- Technology and R&D
- Consumer Behavior and Insights

Our total income for the Fiscal ended March 31, 2016, 2017, 2018 and for the period ended June 30, 2018 was ₹ 1882.07 Lakhs, Rs2182.76 Lakhs, Rs2892.49 Lakhs and Rs1245.60 Lakhs. Our restated profit after tax for the Fiscal ended March 31, 2016, 2017, 2018 and for the period ended June 30, 2018 was ₹36.19 Lakhs, 43.29 Lakhs, 192.78 Lakhs and ₹85.52 Lakhs respectively.

OUR COMPETITIVE STRENGTHS

1. **Exclusive Curated Designs:** We curate and create one-of-a-kind niche designer jewellery from conceptualization, designing to customization.
2. **Excellent Finishing:** We have high standards of quality control at every process of production.
3. **In-House Infrastructure:** We are a one-stop-shop and a self-sufficient jewelry manufacturing unit which uses technology to leverage itself.
4. **Technology Driven:** From 3D Printing via CAD-CAM, Direct Casting, Laser Stamping & Solder to CNC Machining we use the latest technology and techniques to create beautiful pieces of art.
5. **Value for Money:** Being in the business for more than three decades and having the advantage of a factory we give competitive pricing with high standard of finish
6. **Ethical & Best Practices:** All our products which includes diamonds and gold go through certification & hallmarking. Hence each product can be tracked online via an unique identification code.
7. **Delivery under Deadline:** We make sure to deliver the products to our clients within the stipulated time frame.



8. **Huge Design Database:** We have and keep updating our database providing a vast variety & array of options to choose for our clients.
9. **Extensive Sample Line:** We have a huge inventory for clients to look & feel as well as wear& try so that they can make a well informed decision while purchasing.

OUR PRODUCTS



Diamond Emerald Bead Mala



Diamond Ruby Bead Mala



Heart CNC Bangle



Wavy stackable Ring



Star Tube Bracelet



Kite CNC Bangle

<p>Princess Shape CNC Bangle</p>		<p>Marquise Stackable Ring</p>
<p>Tennis Bracelet</p>		<p>Topper Princess Stackable Ring</p>
<p>Trio Stackable Ring</p>		

OUR STRENGTHS

1. Technology Driven production. Strong edge over other players in the industry. Faster production. Impeccable Finish & Quality. Premium Products.
2. Strong established client base.
3. Tried-&-Tested model in the scaling stage

OUR WEAKNESS

1. Location of factory premises not in SEZ zone currently hence lack of some benefits.
2. Need to patent products

OUR OPPORTUNITIES

1. Untapped markets: Low market penetration pan-India especially 2,3 tier cities and global markets like GEC, Australia and USA.
2. Participation in international trade shows
3. Different verticals i.e. offshoots of the same core business like e-commerce, retail
4. First mover advantage that could propel us as the market mover.

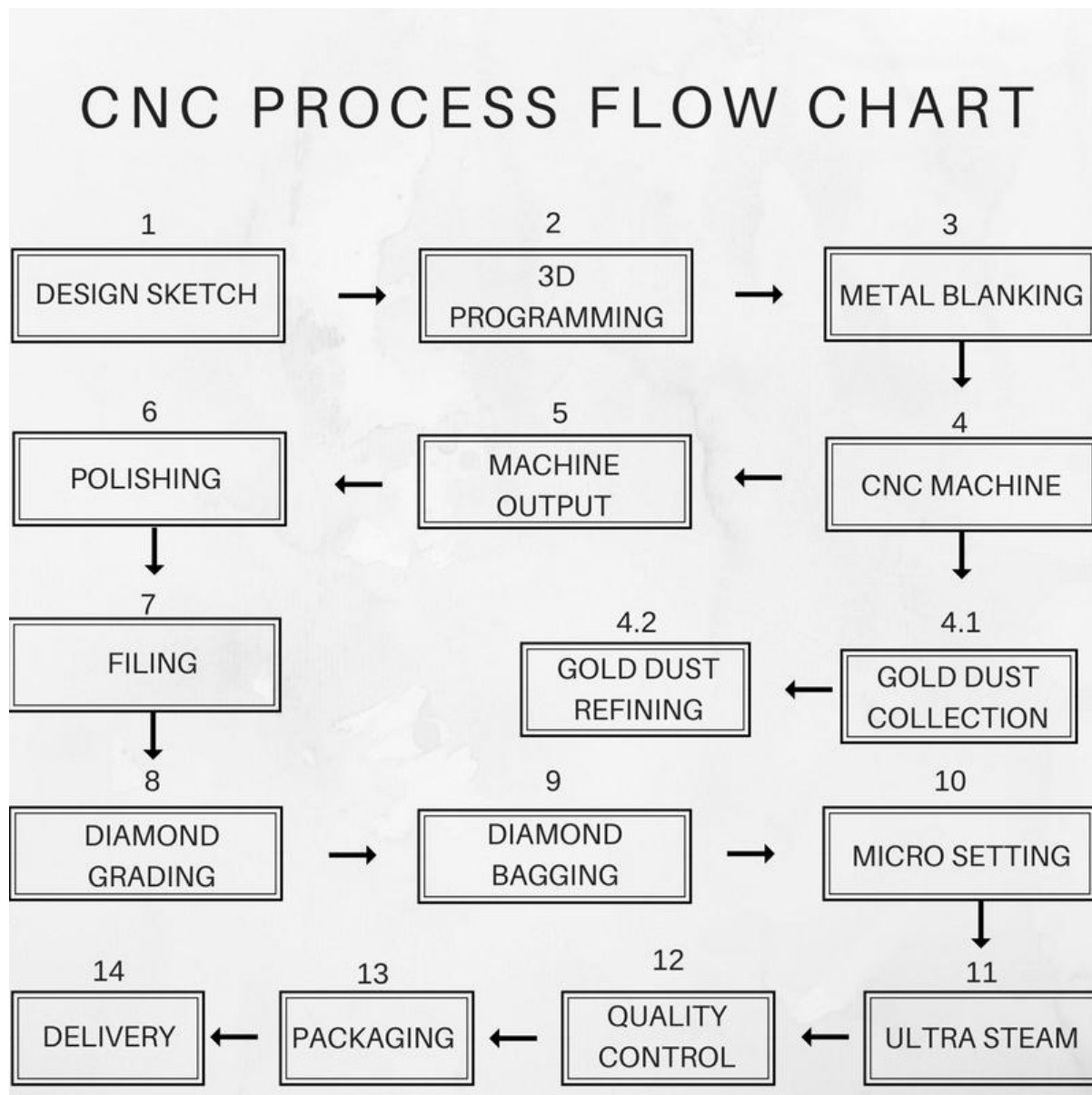
OUR THREATS



1. Political and global factors leading to fluctuation in dollar and gold prices
2. Substitutes like fashion jewellery, synthetics diamonds.

MANUFACTURING PROCESS

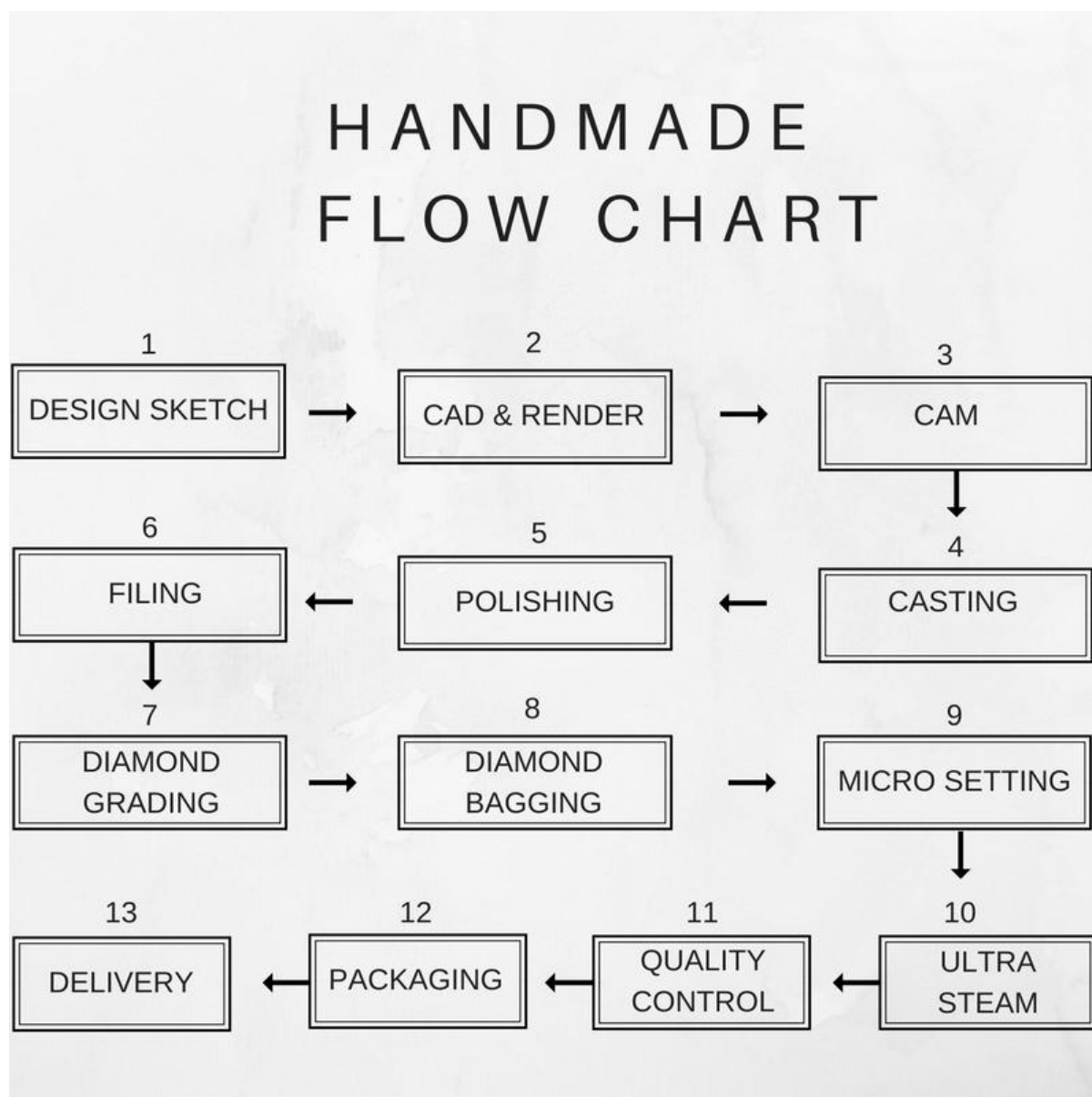
Flowchart for CNC Jewellery:



1. Design Sketch - Conceptualization on paper
2. 3D Programming - In the digital software
3. Blanking - Creating a solid metal blank
4. CNC Machine - Machining the design on the metal in the CNC Machine
5. Polishing - For smoothness and comfort fit
6. Filing - To remove the sharp, unwanted surface and crevice metal parts
7. Diamond Grading - Assorting the diamonds as per the quality
8. Diamond Bagging - Categorizing and issuing the selected diamonds to the respective depa
9. Micro setting - Using high powered microscope machines to encrust diamonds
10. Ultra-steam - To clean the jewellery via hot high pressure steam vapors
11. QC - Final quality check
12. Packaging - Dispatching it to the client



Flowchart for Handmade Casting Jewellery:



1. Design Sketch - Conceptualization on paper
2. CAD - 3D modelling in the software to get a virtual diagram of the design
3. CAM - Rapid Prototyping the mold to get a sample view in the form of a rubber mold
4. Casting - The wax tree goes through a chemical process and electric heating furnace
5. Polishing - For smoothness and comfort fit
6. Filing - To remove the sharp, unwanted surface and crevice metal parts
7. Diamond Grading - Assorting the diamonds as per the quality
8. Diamond Bagging - Categorizing and issuing the selected diamonds to the respective depa
9. Micro setting - Using high powered microscope machines to encrust diamonds
10. Ultra-steam - To clean the jewellery via hot high pressure steam vapors
11. QC - Final quality check
12. Packaging - Dispatching it to the client

COLLABORATIONS/TIE UPS/ JOINT VENTURES

Our Company does not have Collaboration/Tie Ups/ Joint Ventures as on the date of this Draft Prospectus.

MARKETING STRATEGY

Our marketing and sales strategy includes but is not limited to:



1. Appointments with the owners and/or purchase managers of showrooms
2. Participation in national trade shows like IIJS as well as global trade shows like JCK
3. Regular sales-trips pan-India to showcase latest collection and get feedback of products and know the latest trends
4. Promotion through print media like catalogues, magazines
5. Arranging factory tour for new clients
6. Digital promotion through our website and social media

We are also in the early stages of creating an application that is client-friendly to select and customize designs as per their requirements. Being a manufacturer and wholesaler the distribution is B2B hence major sales are directly to the retail showrooms. We minimize our risk of credit policy by increasing our client base and keeping our terms and policies strict which favor the company's growth.

COMPETITION

Jewellery industry is highly competitive industry. Competition in this industry is based mainly on the quality, design, availability and pricing. We continuously takes measure to reduce our procurement, production and distribution costs and improve our operational efficiencies. We face competition from both the organized and unorganized sector in the business of gold jewellery. However, we believe our true competition is with the unorganized sector.

RAW MATERIAL

Our raw material comprises gold bullion, diamonds, precious and semi precious stones. The raw materials are procured from domestic market. Generally we procure raw materials based on the basis of management estimation based on order received, past consumption and future estimation. Our major suppliers for the raw materials are Safari Bullions and Nakoda Bullion.

UTILITIES & INFRASTRUCTURE FACILITIES

LOCATION

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

Our factory is located at Virwani Industrial Estate, Goregaon East, Mumbai-400063.



Power

We have a load sanction from the Maharashtra State Electricity Board for the supply of electrical energy for use in our existing facilities for operating machineries. The unit also has generator backups and also low voltage load sanctions for other general lighting and usage.

As mentioned in the jewellery making process and flowchart on Page 72 of this Draft prospectus, we use different kinds of **tools and machineries** which operate at different power wattage. Some of the machines include:

1. Polishing Machine
2. Laser Solder Machine
3. Rhodium Machine

The 3 axis **CNC machine** has a Rexroth motor and an rpm of 45,000. We currently require 40KW of power and are utilising 38KW of power for operating our machinery. The State Electricity Board has sanctioned a load of 20KW and the additional requirement of 20KW is being met by procuring the same from private sources by paying additional charges. „Our Company has made adequate arrangements for its power requirements.

Water

Water is required only for drinking and sanitary purposes and adequate water sources are available. The requirements are fully met at the existing premises with the help of tap water supplied by the local municipality.

Capacity & Capacity Utilisation

Our capacity and capacity utilisation for the last three years is tabulated below:

Particulars	Fiscal 18
Installed Capacity (per annum)	900 kgs
Utilised Capacity	252 kgs
% Utilisation	27.77%

Note: Our Company has purchased CNC Machine only in Fiscal 2018 and the work has started from Fiscal 2018 and therefore we are giving the details under this para for only one year.

Export and Export Obligations

We commenced exporting our products in the GCC region in Qatar. We have exported to Al-Sulaiman Jewellers which is one of the most renowned and biggest chain Stores in Qatar in the FY 2018-19. The first shipment was of an invoice value of USD 134196. We participated in the following global trade shows in the Fiscal 2017 and 2018 to showcase our creation and get orders:

1. SAARC-Middle East Show at Delhi
2. JCK, Las Vegas Show at New York
3. India International Jewellery Show (IIJS) at , Mumbai

We do not have any export obligations as on the date of this Draft Prospectus.

EVENTS AND TRADE SHOWS THAT WE INTEND TO PARTICIPATE



Details of Our Major Customers for FY 2017-18:

Sr. No.	Party Name	Amount	%age
1	Rajesh Exports Limited	54,783,322	19.65
2	Mangatrai Diamonds Pvt Ltd-Liberty	25,105,467	9.00
3	Mangatrai Pearls & Jewelers Pvt. Ltd.	22,641,922	8.12
4	Mangatrai Pearls Gems Jewels	16,704,635	5.99
5	Swastik Diamonds	15,310,728	5.49
6	Ekdant Commercial Pvt. Ltd.	15,229,000	5.46
7	Mangatrai Jewellers	11,787,864	4.23
8	Mangatrai Gems	11,762,906	4.22
9	Jadav Jewellers Pvt. Ltd.	9,984,482	3.58
10	Mangatrai Jewels	9,797,639	3.51
	Total	193,107,966	69.25

OUR ORDER BOOK

CLIENT	TYPE OF JEWELLERY	NO OF ORDERS PCS	GROSS WT	GOLD NET WT	DIAMOND CTS	TOTAL VALUE (in Lakhs)
Mangatrai Gems - Liberty Cross Road, Hyderabad	RING	46	239.20	230.00	46.00	25.37
Mangatrai Pearls Gems Jewels - KBR Park, Hyderabad	PENDANT	14	87.36	84.00	16.80	9.26
Mangatrai Jewellers - Panjaguta, Hyderabad	EARRING	102	742.56	714.00	142.80	78.76
Mangatrai Jewellers - Panjaguta, Hyderabad	ZUMKI	9	234.00	225.00	45.00	24.82



CLIENT	TYPE OF JEWELLERY	NO OF ORDERS PCS	GROSS WT	GOLD NET WT	DIAMOND CTS	TOTAL VALUE (in Lakhs)
Mangatrai Pearls & Jewellers Pvt. Ltd, Hyderabad	BALI	3	31.20	30.00	6.00	3.30
Rajmandir Jewellers Private Limited, Chennai	NECKLACE	24	1497.60	1440.00	288.00	158.86
Meena Jewellers, Dubai	BANGLE	13	676.00	650.00	130.00	71.70
Mangatrai Pearls & Jewellers Pvt. Ltd , Hyderabad	BRACELET	39	405.60	390.00	78.00	43.02
Tirupati Jewellers, Hyderabad	BAJUBAND H	3	62.40	60.00	12.00	6.61
Mangatrai Jewellers - Panjagutta, Hyderabad	BUTTON	5	46.80	45.00	9.00	4.96
Tiburamal Jewellers, Hyderabad	NOSE PIN	50	20.80	20.00	4.00	2.20
TOTAL		308	4043.52	3888.00	777.6	428.86

Plant & Machinery

We have the following plant and machinery as on the date of this Draft Prospectus

Sr. No.	Particulars	Number	Date of Purchase
1	CNC Machine	1	17.11.2017
2	Dye Machine	1	15.03.2017
3	Electric Draw Bench	1	04.01.2018
4	Filing Table	1	28.03.2018
7	Laser Engraving Machine	1	06.12.2016
8	Micro Motor Typhoon	1	14.02.2018
9	Moter Typhoon	1	20.02.2018
10	Machinery- Wintech Jewel	1	22.12.2016
11	Steam Machine- Tech Enterprise	1	05.09.2014

Our Properties

Details of our property are set forth in the table below:-



Description of Property	Title(Leased/ Owned/Rent)	Date of Agreement	Agreement Valid till	Consideration (in ₹)
Registered Office at A-325, A Wing, 3 rd Floor, Virwani Industrial Estate, Western Express Highway, Goregaon (East), Mumbai – 400 063 - 1556 Sq.Ft	Leave & Licence Agreement	16.02.2016	30.01.2021	₹53,980/- per month (Incl Taxes)for the first year with escalation of 7% every year. Security Deposit : 4,00,000

HUMAN RESOURCES

As on the date of this Draft Prospectus we have 19 employees including the 3 Directors. Our employees are a mix of highly skilled and semi-skilled personnel which gives us both stability and growth and the details are as under:

Particulars	No. of Employees
Managing Director	1
Other Whole Time Directors	1
CFO	1
Company Secretary	1
Others	14
Total	18

Insurance





Our Company has taken the Jewellers Block insurance policy to cover our Company's stock, cash and currency situated at the Registered Office / Factory Premises & Stock In Transit (Destinations within India only) We have also obtained various other insurance policies such as commercial vehicle package policy, standard fire etc. There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which may expose us to certain risks and liabilities. If we were to incur a significant liability for which we were not fully insured, it could have a material adverse effect on our results of operations and financial position.

Section No.	Section Name	Particulars	Sum Insured
1	Stock in Premises	A. Stock and Stock in Trade on Premises	35,000,000
		B. Stock and Stock in Trade kept Outside Safe within Premises after Business Hours	3,500,000
2	Stock in Custody	A. Property Insured whilst in the custody of Director(s), Employee(s) including contract employee(s), Partner(s), Duly Constituted Attorney(s) and Consultant(s) and such other authorized persons of yours	12,500,000
		B. Property insured whilst in the custody of Cutter(s), Broker(s), Agent(s), Gold smith(s), Dealer(s), Client(s), Job worker(s), Contractor(s), Sub-Contractor(s) and other such entities including the employee(s) of the above, whether or not in regular employment of yours	7,500,000
		Optional Cover: First Buy Cover (Place(s) of first Purchase to be mentioned)	3,000,000
3	Stock in Transit	Registered Post	1,500,000
		Air Transit	5,000,000
4B	Content: Burglary	First Loss Basis	Total Contents Sum Insured
6	Fidelity Guarantee	For Own Employees	1,000,000



Section No.	Section Name	Particulars	Sum Insured
	Cover	For Third Party Employees	500,000

INTELLECTUAL PROPERTY RIGHTS

Sr. No.	Description	Applicant	Trademark No./ Application No./ Registration Certificate No.	Date of issue/ renewal of certificate/ date of application	Date of expiry	Status	Trademark
1.	Application for registration of trademark	The Company	2339438 (Class 16)	07.01.2014	-	Registered	
2	Application for registration of trademark	The Company	2339439 (Class 14)	07.01.2014	-	Registered	
3	Application for registration of Logo of Company	The Company	3886459 (Class 35)	12.07.2018	-	Pending Registration	
4	Application for registration of Logo of Company	The Company	3886458 (Class 14)	12.07.2018	-	Pending Registration	



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 the Company. 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 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 chapter on “Government and Other Approvals” on page 153 of this Draft Prospectus.

A. INDUSTRY RELATED REGULATIONS

Gem and Jewellery Export Promotion Council

The GoI has designated the Gem and Jewellery Export Promotion Council (“**GJEPC**”) as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme (“**KPCS**”). The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. The KPCS comprises participating governments that represent approximately 99.8% of the world trade in rough diamonds. The KPCS has been implemented in India from January 1, 2003 by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. However, under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the “**SEZ**”).

Gems and Jewellery Trade Council of India

The Gems and Jewellery Trade Council of India (“**GJITC**”) was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance & boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller-members through a monthly newsletter, various educative & trade motivational events such as seminars, workshops, exhibitions, festivals etc.

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (“**BIS Act**”) provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

BIS Certification Scheme for Hallmarking of Gold Jewellery (“**BIS Scheme**”) is voluntary in nature and is operating under the BIS Act, rules and regulations. Under the BIS Scheme, the Government of India has identified ‘Bureau of Indian Standards’ as the sole agency in India to operate the BIS Scheme which aims to ensure that quality control is built in the system in alignment with the international criteria on hallmarking.

The Consumer Protection Act, 1986

The Consumer Protection Act, 1986 (“**CPA 1986**”) came into effect on December 24, 1986, The CPA 1986 reinforces the interest and rights of consumers by laying down a mechanism for speedy grievance redressal. A consumer, as defined under the CPA Act, or a recognized consumer association, or numerous consumers having the same interest, or the Central/State Government may lodge a complaint before the district forum or any other appropriate forum under the Consumer Protection Act, inter alia, where:



- An unfair trade practice or a restrictive trade practice has been adopted by a service provider;
- The services availed or agreed to be availed suffer from any deficiency in any material aspect; and
- The provision of services which are hazardous or likely to be hazardous to life and safety of the public when used are offered by the service provider which such person could have known with due diligence to be injurious to life and safety.

When a person against whom a complaint is made fails to or omits to comply with any order made by the forum/commission, such person shall be punishable with imprisonment for a term of not less than a month, but not exceeding three years, or a fine of not less than two thousand rupees, but not more than ten thousand rupees or both.

The CPA 1986 is proposed to be repealed by the Consumer Protection Bill, 2018, once it comes into effect. The Consumer Protection Bill, 2018 has been introduced in Lok Sabha on January 5, 2018 and is still pending approval.

The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (“**Legal Metrology Act**”) has replaced the Standards of Weights and Measures Act, 1976. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that for prescribed specifications all weights and measures should to be based on metric system only.

Foreign Trade Regulation and Policy

The Foreign Trade (Development and Regulation) Act, 1992 (the “**FTDRA**”) prohibits exports from or imports into India, unless such importer or exporter has been granted an Importer-Exporter Code (the “**IEC**”) by the office of the Directorate General of Foreign Trade (the “**DGFT**”), under the aegis of the Ministry of Commerce and Industry, GoI. Any violation of India’s FTP or other applicable law, including central excise, customs or foreign exchange control regulations, may result in the cancellation of the IEC.

India’s FTP is issued by the Ministry of Commerce and Industry, GoI, from time to time, under the FTDRA. Certain salient features of India’s FTP 2015-2020, effective from April 1, 2015 until March 31, 2020, and currently updated to June 30, 2015, are set out below.

- Exporters of gems and jewellery are permitted to import or procure duty-free input for manufacture of the following export products: gold jewellery, including partly processed jewellery and articles including medallions and coins (excluding legal tender coins), whether plain or studded, containing gold of 8 carats and above, silver jewellery, including partly processed jewellery, silverware, silver strips and articles including medallions and coins (excluding legal tender coins and any engineering goods) containing more than 50% silver by weight, and platinum jewellery, including partly processed jewellery and articles including medallions and coins (excluding legal tender coins and any engineering goods) containing more than 50% platinum by weight.
- Among other things, exporters of the abovementioned eligible products may be permitted, under the Replenishment Authorisation for Consumables Scheme, duty-free import of consumables, tools and other items for jewellery made out of gold and platinum as well as for cut and polished diamonds up to 1% of Free on Board (“**FOB**”) value of exports for the preceding year, while in the case of precious metals other than gold and platinum the limit is 2%, and for rhodium finished silver jewellery the limit is 3%, in each case on production of required certification of export performance.
- Moreover, an exporter of plain or studded precious metal jewellery is entitled to duty-free re-import for rejected jewellery up to 2% of free on board value of exports in the preceding licencing year.
- Duty-free import entitlement of commercial samples for all exporters is ₹ 300,000, while personal carriage of gems and jewellery products in case of holding/ participating in overseas exhibitions is US\$ 5,000,000 and in case of export promotion tours is US\$ 1,000,000.



B. LABOUR RELATED REGULATION

Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”)

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

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule.

Payment of Gratuity Act, 1972

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

The Maternity Benefit Act, 1961

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

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 was implemented. The Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc.

The Employees Compensation Act, 1923 (“EC Act”)

EC Act provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

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

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

C. TAX RELATED LEGISLATIONS



The following is an indicative list of tax related laws that are applicable to our Company:

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its residential status and type of income involved. Under Section 139(1) every Company is required to file its Income Tax Return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

The Central Goods and Service Tax Act, 2017

Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2016, following the passage of Constitution 101st Amendment Bill. GST-registered businesses are allowed to claim tax credit to the value of GST they paid on purchase of goods or services as part of their normal commercial activity. Administrative responsibility rests with a single authority to levy tax on goods and services. Exports would be considered as zero-rated supply and imports would be levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which will not be subsumed in the GST.

Introduction of Goods and Services Tax (GST) is a significant step in the reform of indirect taxation in India. Amalgamating several Central and State taxes into a single tax mitigates cascading or double taxation, facilitating a common national market. The simplicity of the tax leads to easier administration and enforcement.

Professional Tax

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

The Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975 is applicable to our Company.

D. STATE RELATED LEGISLATIONS

Maharashtra Goods and Services Tax Act, 2017

Maharashtra Goods and Services Tax Act, 2017 provides for the levy of GST on intra-state supply of goods or services or both. It was introduced as The Constitution (One Hundred and First Amendment) Act 2016, following the passage of Constitution 101st Amendment Bill. GST-registered businesses are allowed to claim tax credit to the value of GST they paid on purchase of goods or services as part of their normal commercial activity. Administrative responsibility rests with a single authority to levy tax on goods and services.

Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017



The legislation is applicable to all establishments in the State of Maharashtra, employing more than 10 or more workers. It regulates the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

E. OTHER REGULATIONS

Property related laws

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states. Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process.

Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate. Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

The Transfer of Property Act, 1882 (the “TP Act”)

The TP Act establishes the general principles relating to transfer of property in India. It deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. The TP Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the vendor and purchaser, and the lessor and lessee in a transaction of sale or lease of land, as the case may be. The TP Act also covers provisions with respect to mortgage of property.

The Indian Registration Act, 1908

The Indian Registration Act, 1908 (the “Registration Act”) details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of ₹100/- or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration. Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

Indian Stamp Act, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act.



However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. 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. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

Intellectual Property Laws

The Trademarks Act, 1999 (“Trademarks Act”)

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

Designs Act, 2000 (“Designs Act”)

Industrial designs have been accorded protection under the Designs Act. A ‘design’ means only the features of shape, configuration, pattern, ornament or composition of lines or colour or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, trademarks and copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same under the Act before the Controller-General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration, but in cases where claim to priority has been allowed the duration is ten years from the priority date. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.



OUR HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as “Creative Gems & Jewellery Private Limited” at Mumbai on September 21, 2005 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the name of our company was changed to Creative Gems And Jewellery Limited, consequent to the conversion of our company into a Public limited company and fresh Certificate of Incorporation dated July 16, 2018 was issued by the Registrar of Companies, Maharashtra at Mumbai. Our CIN Number is U36911MH2005PLC156229.

Change in registered office of our Company

The registered office of our Company was originally situated at 228, Yogi Industrial Estate, Ram Mandir Road, Goregaon (West) Mumbai – 400 104. Thereafter, the registered office of our Company was changed to the current address as under:

Date of Change	New address	Reason for Change
19.09.2016	A-327, 3 rd Floor, Virwani Industrial Estate, Goregaon (East), Mumbai - 400063	For Administrative Purposes

Main Objects of our Company:

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

1. To carry on business as jewellers, gem merchants, manufacturers, refiners, miners, designers, buyers, sellers, dealers (wholesale and retail), importers, exporters, indenters, marketers, commission agents, brokers in gold, silver and diamond jewellery, bullion, sovereigns, coins, diamonds, precious and semi-precious stones, pearls, gold or silver articles, watches, frames, gift articles, mementos, plates, cups, shields, articles of virtue, decorative and precious objects of arts and crafts and such other articles, ornaments, jewellery and goods made of platinum, uranium, radium, and other precious metals, and minerals and to refine or blend the same as alloy or otherwise deal with the same in their natural, colloidal, refined, mixed or artificial forms or nature.

Amendments to the Memorandum of Association

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

Date of Amendment	Particulars of Change
27.02.2013	Increase in authorized capital of Company from 50,000 Equity Shares to 75,000 Equity Shares
20.03.2018	Increase in authorized capital of Company from 75,000 Equity Shares to 80,00,000 Equity Shares
20.03.2018	Adoption of new set of Memorandum of Association and Articles of Association as per Companies Act, 2013
28.06.2018	Adoption of new set of Memorandum of Association and Articles of Association consequent upon conversion of company from Private Limited to Public Limited

Key Events and Milestones:

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

Year	Events
2005	Started with manufacturing of designer jewellery
2012	Established the Brand “Diyaan”
2013	Introduction of CNC Technology in our manufacturing process
2014	First retail show participation at Madame Style Week
2016	Created Solitaire Trading Mobile App in the name of Diyaan Diamonds



Year	Events
2017	<ul style="list-style-type: none"> • First international footprint with the JCK, Las Vegas Show • Factory Visit from SP Jain and IIGJ
2018	<p>Commenced exports of our products to Dubai</p> <p>Our Company was converted from a private limited company to a public limited company and the name of our Company was changed to “Creative Gems And Jewellery Limited”</p>
2018	<p>Commenced exports of our products to Qatar</p> <p>Our Company was converted from a private limited company to a public limited company and the name of our Company was changed to “Creative Gems And Jewellery Limited”.</p>

Subsidiaries/Holdings of the company

Our Company does not have any holding company and nor it has any subsidiary company/(ies)

Raising of Capital in form of Debt or Equity

For details of increase in equity capital of our company please refer section “Capital Structure” on page no. 43 of this Draft Prospectus.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

Injunction and restraining order

Our company is not under any injunction or restraining order, as on date of filing of the Draft Prospectus.

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.

Defaults or Rescheduling of borrowings with financial institutions/banks

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

Strikes and lock-outs

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock- outs. As on the date of the Draft Prospectus, our employees are not unionized.

Time and cost overruns in setting up projects

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

Shareholders’ agreement

Our Company does not have any subsisting shareholders’ agreement as on the date of this Draft Prospectus.

Other Agreements

Our Company does not have any other agreement as on the date of this Draft Prospectus.

Strategic Partners

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

Financial Partners



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



OUR MANAGEMENT

Our Board of Directors

Our Articles of Association require us to have not less than three (3) and not more than fifteen (15) Directors. As on date of this Prospectus, we have Five (5) Directors on our Board, which includes, one (1) Managing Director, one (1) Whole time Director, one (1) Non-Executive non-independent women Director, and Two (2) Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Prospectus:

Name, Father's Name, Address, Occupation, Nationality Designation, Term & DIN	Age	Other Directorships
Mr. Ketan Nalinkant Shah Father's Name: Mr Nalinbhai Keshavlal Shah Designation: Managing Director Term: For a period of five years from 23.07.2018 to 22.07.2023 Address: 85/401. Gurukrupa Building, Jawahar Nagar, Road No: 4 Goregaon (W), Mumbai 400 104 Occupation: Business Nationality: Indian DIN: 00933722	54	1. Synergy Jewel -Tech Pvt. Ltd. 2. Designated Partner – Diyaan Jewellery LLP
Mrs. Sonal Ketan Shah Father's Name: Mr. Vasantlal Vallbhdas Shah Designation: Director (Non-Executive and Non Independent) Term: Liable to Retire by Rotation Address: 85/401, Gurukrupa Building, Jawahar Nagar, Road No. 4, Goregaon (West), Mumbai 400 104 Occupation: Business Nationality: Indian DIN: 00933607	52	
Mr. Priyank Ketan Shah Father's Name: Mr Ketan Nalinkant Shah Designation: Whole Time Director Term: For a period of five years from 23.07.2018 to 22.07.2023 Address: 85/401, Gurukrupa Building, Jawahar Nagar, Road No. 4, Goregaon (West), Mumbai 400 104 Occupation: Business Nationality: Indian DIN: 07007475	30	1. Synergy Jewel Tech P Ltd 2. Designated partner – Diyaan Jewellery LLLP
Mr. Kantimohan Mishra Father's Name: Mr. Deo Narayan Mishra Designation: Independent Director Term: For a period of five years with effect from 18.07.2018 upto the conclusion of Annual General Meeting held for the financial year 2022-2023 Address: Bholenathchawl, Akruiti Road, Near Lokhandwala Auto Stand, Gokul Nagar, Kandivali (East), Mumbai – 400 101 Occupation: Business Nationality: Indian DIN: 07098599	40	1. Agasti Multitrade Private Limited



Mr. Rajesh L Balduwa Father's Name: Mr. Laxminiwas Balduwa Designation: Independent Director Term: For a period of five years with effect from 18.07.2018 upto the conclusion of Annual General Meeting held for the financial year 2022-2023 Address: 15/454, Nav Nirmata, S.V .Road, Siddharth Nagar, Near City Center, Goregaon (West), Mumbai – 400 104 Occupation: Business Nationality: Indian] DIN: 07735789	27	1.Jain Balduwa & Associates LLP
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As on the date of this Draft Prospectus;

- None of the above mentioned Directors are on the RBI List of willful defaulters.
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- None of the Promoters, 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.
- None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Draft Prospectus.
- None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

Relationship between the Directors

Except as states below none of our Directors are related to each other.

Name of the Director	Nature of Relationship
Ketan Nalinkant Shah	Father of Priyank Shah and husband of Sonal Ketan Shah
Sonal Ketan Shah	Mother of Priyank Shah and wife of Ketan Nalinkant Shah
Priyank Ketan Shah	Son of Ketan Nalinkant Shah and Sonal Ketan Shah

Arrangement and understanding with major shareholders, customers, suppliers and others

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors was selected as director or member of senior management.

Service Contracts

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as Managing Director and/or Whole-Time Director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Borrowing Powers of the Board of Directors



Our Articles, subject to the provisions of Section 180(1) (c) of the Companies Act, 2013, authorizes our Board, to raise or borrow and secure the payment of any sum or sums of money subject to the provisions of Section 180(1)(a) of the Companies Act, 2013 for the business purposes of the Company. The shareholders of the Company, through a special resolution passed at the General Meeting held on June 28, 2018 authorized our Board to borrow monies together with monies already borrowed by us up to ₹ 5000 Lakhs (Rupees Five Thousand Lakhs Only).

Brief Profile of our Directors

Shri Ketan Nalinkant Shah, aged 54, is the Promoter and Managing Director of our Company. He is a Commerce graduate from Mumbai University, having more than 30 years of experience in the field of Jewellery making from rough diamonds manufacturing, polished diamond trading to jewellery manufacturing, with end-to-end knowledge of the industry.

Mrs Sonal Ketan Shah aged, 52, is a Non-Executive and Non Independent Director of our Company. She holds a Bachelor of Arts degree from the Mumbai University.

Shri Priyank Ketan Shah, aged 30, is a Whole Time Director of our Company. He is an Electronics Engineer and has a Master's Degree in Digital Marketing from New York University. He uses his analytical and marketing skills to leverage the business. He looks after systems-processes, technology and business development. He is also a graduate from GIA Carlsbad, California.

Shri Kantimohan Mishra, aged 40, is an independent director of our Company. He is B.Com from Kanpur University. He has got varied experience in the field of Accounts, Finance and Taxation. He is director in Agasti Multitrade Private Limited.

Shri Rajesh Balduwa aged 27, is an independent director of our Company. He is a Chartered Accountant from the Institute of Chartered Accountant of India and having membership no. 163452. He is designated partner in Jain Balduwa & Associates LLP and has got varied experience in the field of Accounts, Finance and Taxation.

Terms and Conditions of Employment of the Directors

Terms of Appointment of Mr Ketan Nalinkant Shah, Our Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on 18.07.2018 and by the shareholders of our Company at the EGM held on 23.07.2018, Mr Ketan Nalinkant Shah was appointed as the Managing Director of our Company for a period of five years with effect from 23.07.2018 to 22.07.2023 on the following terms and conditions:

Terms of Appointment	For a period of 5 years from 23.07.2018 to 22.07.2023
Remuneration	He is entitled to a remuneration of ₹ 9,00,000 lakhs per annum, the remuneration includes basic, house rent allowance, children allowance, medical allowance, conveyance and washing allowance. All expenses i.e. fuel, vehicle maintenance, travelling, boarding and lodging; incurred for and behalf of the Company will be reimbursed to the director. The retirement benefits include the gratuity payable as per the applicable provisions of the Payment of Gratuity Act, 1972.
Other Terms	N.A.

Terms of Appointment of Mr. Priyank Ketan Shah, Our Whole Time Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on 18.07.2018 and by the shareholders of our Company at the EGM held on 23.07.2018, Mr Priyank Ketan Shah has been appointed as a Whole Time Director of our Company for a period of five years with effect from 23.07.2018 to 22.07.2023 on the following terms and conditions:

Terms of Appointment	For a period of 5 years from 23.07.2018 to 22.07.2023
Remuneration	Entitled to a remuneration of ₹9,00,000 lakhs per



Terms of Appointment	For a period of 5 years from 23.07.2018 to 22.07.2023
	annum, the remuneration includes basic, house rent allowance, children allowance, medical allowance, conveyance and washing allowance. All expenses i.e. fuel, vehicle maintenance, travelling, boarding and lodging; incurred for and behalf of the Company will be reimbursed to the director. The retirement benefits include the gratuity payable as per the applicable provisions of the Payment of Gratuity Act, 1972.
Other Terms	N.A.

Sitting fees payable to Non-Executive Directors

We have not paid any sitting fees till date. However, the Board of Directors has approved, vide their resolution passed in the meeting held on 24.07.2018, the payment of sitting fees of ₹5,000/- per meeting to be paid to Non-Executive Directors including Independent Directors of the Company for attending the Board Meetings and Meetings of various Committees to be held irrespective of number of Board and/or Committee Meetings in a year.

Shareholding of Directors

The shareholding of our directors as on the date of this Draft Prospectus is as follows

Sr. No.	Name of the Director	No. Equity Shares held	Category/ Status
1	Ketan Nalinkant Shah	19,64,900	Promoter/ Managing Director
2	Sonal Ketan Shah	3,91,300	Promoter / Non- Executive Director
3	Priyank Ketan Shah	8,68,500	Promoter / Whole Time Director

Interest of Directors

All the non-executive directors of the company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or Committee thereof as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws. The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations. Executive Director is interested to the extent of remuneration paid to them for services rendered to the company. Except as stated under section titled “ Related Party Transaction” on page no. 111 of this Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of this Draft Prospectus in which our directors are interested directly or indirectly.

Changes in the Board of Directors during the Last Three Years:

Name of Directors	Date of Appointment	Date of change in Designation	Date of Cessation	Reason for the changes in the board
Mr. Ketan Shah	21.09.2005	23.07.2018	-	Appointed As a Managing Director
Mrs. Sonal Ketan Shah	01.02.2006	16.07.2018	-	Appointed as a Promoter/Non-Executive Director
Mr. Priyank Ketan Shah	21.12.2015	23.07.2018	-	Appointed as Whole Time Director
Ms. Sohani Shah	21.09.05		08.02.2016	Pre Occupation
Mr. Ashwin Popatlal Shah	21.09.05	-	08.02.2016	Pre Occupation



Name of Directors	Date of Appointment	Date of change in Designation	Date of Cessation	Reason for the changes in the board
Mr. Alkesh Rajnikant Shah	21.09.05	-	13.08.2016	Pre Occupation
Mr. Rajnikant Popatlal Shah	01.11.2006	-	13.08.2016	Pre Occupation
Mr. Kantimohan Mishra	18.07.2018	-	-	Appointed as Independent Director
Mr. Rajesh L Balduwa	18.07.2018	-	-	Appointed as Independent Director

Corporate Governance

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time, the requirement specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is not applicable to our Company, although we are required to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Composition of Board of Directors

Currently the Board has 5 Directors. In compliance with the requirements of Companies Act, 2013, our Company has 2 Promoter Directors, 1 promoter and Non-Executive Women Director and 2 (Two) Independent Directors on the Board. Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1	Mr Ketan Nalinkant Shah	Managing Director	Promoter / Executive	00933722
2	Mrs Sonal Ketan Shah	Director	Promoter / Non-Executive	00933607
3	Mr Priyank Ketan Shah	Director	Promoter / Whole Time Director	07007475
4	Mr Kantimohan Mishra	Non -Executive Independent Director	Independent Director	07098599
5	Mr Rajesh L Balduwa	Non -Executive Independent Director	Independent Director	07735789

Committees

Our Company has constituted the following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details of composition, terms of reference etc. of each of the above committees are provided hereunder;

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, in its Meeting held on July 24, 2018 constituted the Audit Committee. The constitution is as under:



Name	Designation	Nature of Directorship
Mr. Rajesh Balduwa	Chairman	Non -Executive Independent Director
Mr. Kantimohan Mishra	Member	Non -Executive Independent Director
Mr. Ketan Shah	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference:

- i. Recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
 - a. Changes, if any, in accounting policies and practices and reasons for the same
 - b. Major accounting entries involving estimates based on the exercise of judgment by management
 - c. Significant adjustments made in the financial statements arising out of audit findings
 - d. Compliance with listing and other legal requirements relating to financial statements
 - e. Disclosure of any related party transactions
 - f. Qualifications in the draft audit report.
- iv. Approval or any subsequent modification of transactions of the Company with related party; Provided that the Audit Committee may grant omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
- v. Review, with the management, and monitor the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vi. Scrutiny of Inter-corporate loans and investments;
- vii. Review and discuss 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;
- viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- ix. Valuation of undertakings or assets of the company, where ever it is necessary;
- x. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
- xi. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information

- i. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and



iv. The appointment, removal and terms of remuneration of the Internal Auditor.

Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall lapse between two meetings. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to a minimum of two Independent Director being present at the Meeting.

2. Nomination and Remuneration Committee

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, in its Meeting held on July 24, 2018 constituted the Nomination and Remuneration Committee. The constitution is as under:

Name	Designation	Nature of Directorship
Mr. Kantimohan Mishra	Chairman	Non -Executive Independent Director
Mr. Rajesh Balduwa	Member	Non -Executive Independent Director
Mrs. Sonal Ketan Shah	Member	Non – Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

Quorum and Meetings

The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

3. Stakeholders' Relationship Committee

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, in its Meeting held on July 24, 2018 constituted the Stakeholders' Relationship Committee. The constitution is as under:

Name	Designation	Nature of Directorship
Mr. Rajesh Balduwa	Chairman	Non -Executive Independent Director
Mr. Priyank Ketan Shah	Member	Whole Time Director
Mr. Kantimohan Mishra	Member	Non -Executive Independent Director



Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

To supervise and ensure;

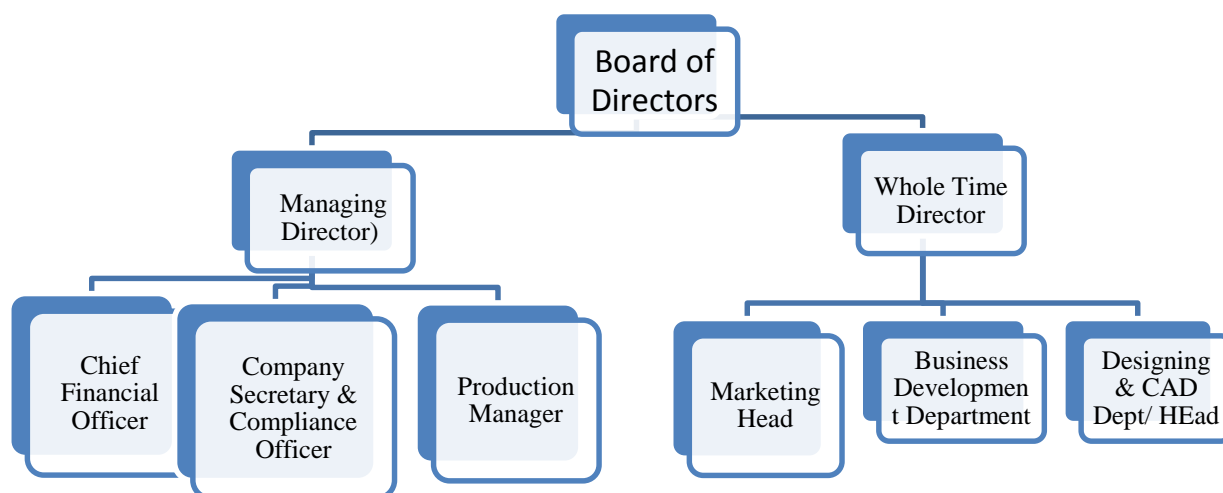
- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- Issue duplicate. Split and//consolidated share certificates;
- Dematerialization and Rematerialization of Shares;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; and
- Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least once a year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

Management Organization Structure

The Management Organization Structure of the company is depicted from the following chart:



Our Key Management Personnel

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

Sl. No	Names of KMPs	Post / Department
1	Mr. Ketan Nalinkant Shah	Promoter and Managing Director
2	Mr. Priyank Ketan Shah	Whole Time Director Head of Operations
3	Ms. Anita Renuse	Company Secretary & Compliance Officer
4	Mr. Shankar Chavan	Chief Financial Officer



In addition to our Whole – time Directors and Managing Director, whose details have been provided under paragraph above titled ‘*Brief Profile of our Directors*’, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Prospectus.

Mr. Shankar Chavan, (Chief Financial Officer)

Mr. Shankar Chavan...aged 30 years, is the Chief Financial Officer of our Company. He is the head of Accounts, Taxation and Finance Departments. He holds a Master degree in Commerce and a Post Graduate Diploma in Financial Management from the Mumbai University. He has 12 years of experience and has been associated with our company since 16-Jul-2018. His core job specifications are overseeing the Finance, Finalisation of Accounts, Taxation, Statutory Audit and compliances of our Company along with Supervision of Accounts and Finance department.

Ms. Anita Renuse (Company Secretary and Compliance Officer)

Ms. Anita Renuse aged 35years, is the Company Secretary and Compliance Officer of our Company. She is an Associate Member of the Institute of Company Secretaries of India and has experience of 8 years in Company related Compliances. She is employed with our company since 16.07.2018 and her core job specifications are to handle all the compliance matters related to our Company.

Notes:

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.
- None of the key managerial personnel, are “related” to the Promoters or Directors of our Company within the meaning of Section 6 of the Companies Act.
- None of our Key Managerial Personnel has entered into any service contracts with our company except acting in their Individual Capacity as Chairman and Managing Director or Whole-Time Directors and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company.

Details of Service Contracts of our Key Managerial Personnel

Our Company has not entered into any other contractual arrangements with our Key Managerial Personnel.

Bonus or Profit sharing plan for the Key Management Personnel

Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel.

Changes in the Key Management Personnel

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Prospectus.

Sl.No	Name of the Employee	Date of Appointment	Date of Cessation	Reason
1.	Mrs Anita Renuse	16.07.2018	-	New Appointment
2.	Mr Shankar Chavan	16.07.2018	-	New Appointment

Employee Stock Option Scheme

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

Relation of the Key Managerial Personnel with our Promoters/ Directors

There is no relationship between our Key Managerial Personnel and our Promoters / Directors.

Payment of Benefit to Officers of Our Company (non-salary related)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.



Shareholding of the Key Management Personnel

In addition to the shareholding of our Executive Directors disclosed under the head “*Shareholding of Directors of our Company*”, our Key Managerial Personnel do not hold equity shares of our Company as on date of this Draft Prospectus..

Employees

As on July 31, 2018, our Company has 18 employees. For details of the Employees/ Manpower of our Company, please refer to the paragraph titled ‘*Manpower*’ under the chapter titled ‘*Our Business*’ beginning on page number 74 of this Draft Prospectus.

Loans taken by Directors / Key Management Personnel

Our Company has not granted any loans to the Directors and/or Key Management Personnel as on the date of this Draft Prospectus.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.






OUR PROMOTERS AND PROMOTER GROUP

A. OUR PROMOTERS

Our Promoters comprise Shri Ketan Nalinkant Shah, Mrs Sonal Ketan Shah and Mr Priyank Ketan Shah. As on the date of this Draft Prospectus, our Promoters holds 32,24,700 Equity Shares representing 98.03% of the issued and paid-up Equity Share capital of our Company.

For details of the build-up of our Promoters' shareholding in our Company, please refer the chapter titled "*Capital Structure – Notes to Capital Structure*" on page 43 of this Draft Prospectus.

The brief profiles of our Promoters are as follows:

	<p>Name: Mr Ketan Nalinkant Shah Passport No: L5272557 Driving License: MH02 20080200215 Voters ID: MT/09/042/084281 PAN: AAJPS8933R Address: 85/401, Gurukrupa Building, Road No. 4, Near Jain Mandir, Jawahar Nagar, Goregaon (W) Mumbai – 400 104.</p> <p>For further details relating to Mr. Ketan Nalinkant Shah including terms of appointment as our Managing Director and other directorships, please refer to the chapter titled "<i>Our Management</i>" beginning on page number 94 of this Draft Prospectus</p>
	<p>Name : Mrs Sonal Ketan Shah Passport No: J5719319</p> <p>Voters ID: MT/09/042/084282 PAN: AAJPS7551D Address: 85/401, Gurukrupa Building, Road No. 4, Near Jain Mandir, Jawahar Nagar, Goregaon (W) Mumbai – 400 104.</p> <p>For further details relating to Mrs Sonal Ketan Shah including terms of appointment and other directorships, please refer to the chapter titled "<i>Our Management</i>" beginning on page number 94 of this Draft Prospectus.</p>
	<p>Name: Mr Priyank Ketan Shah Passport No: N3716523 Driving License: MH02 20090174600 Voters ID: WCS3717949 PAN: CDRPS3660J</p> <p>Address: 85/401, Gurukrupa Building, Road No. 4, Near Jain Mandir, Jawahar Nagar, Goregaon (W) Mumbai – 400 104.</p> <p>For further details relating to Mr Priyank Ketan Shah including terms of appointment and other directorships, please refer to the chapter titled "<i>Our Management</i>" beginning on page number 94 of this Draft Prospectus</p>

Declaration

We declare and confirm that the details of the permanent account numbers, bank account numbers and passport numbers of our individual Promoter will be submitted to the Stock Exchange on which the specified securities are proposed to be listed at the time of filing this Draft Prospectus with the Stock Exchange.

Confirmations



Our Promoter has confirmed that he has not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by him in the past or are currently pending against him. Further, our Promoter has not been directly or indirectly, debarred from accessing the capital market or has been restrained by any regulatory authority from, directly or indirectly, acquiring the securities. Additionally, our Promoter has no direct or indirect relation with companies, its promoters and whole time director, which are compulsorily delisted by any recognized stock exchange. We and Our promoter confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section titled “Outstanding Litigation and Material Developments” appearing on page no. 149 of this Draft Prospectus.

Relationship of Promoters with each other and with our Directors

There is no relationship between any Directors of our Company except that Mr Ketan Shah and Mrs Sonal Ketan Shah are husband and wife, Mr Priyank Ketan Shah is the Son of Mr. Ketan Shah and Mrs Sonal Ketan Shah.

Interest of our Promoters

Except as stated in Annexure : “Related Party Transaction” beginning on page no. 111 of this Draft Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid and reimbursement of expenses to be made in accordance with their respective terms of appointment, our Promoters do not have any other interest in our business. Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Promoter Group entities. For the payments that are made by our Company to certain Promoter Group entities, please refer Annexure “Related Party Transactions” on page no. 111 of this Draft Prospectus.

Interest in promotion of our Company

Our Promoter is interested in the promotion of our Company in his capacity as a shareholder of our Company and influencing significant control over the management and policy decisions of our Company.

Interest in the property of our Company

Our Promoter does not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of the Prospectus.

Interest as member of our Company

Our Promoters hold 32,24,700 representing 98.03% of the issued and paid-up Equity Share capital of our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to Mr. Ketan Nalinkant Shah and Mr Priyank Shah as given in the chapter titled “*Our Management*” beginning on page number 98 of this Draft Prospectus, our Promoter holds no other interest in our Company.

Interest as a creditor of our Company

As on the June 30, 2018, our Company has availed unsecured loan to the extent of Rs 6.32 Lakhs from our Promoter and ₹115.73 Lakhs from other related parties.

Interest as Director of our Company

Except as stated in the “*Statement of Related Party Transactions*” beginning on page number 111 of this Draft Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to



them for attending meetings of our Board or Committees thereof as well as 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 our AoA.

Payment of benefits to our Promoters

Except as stated in the section Annexure “Related Party Transactions” on page no.111 of this Draft Prospectus, there has been no payment of benefits made to our Promoter during the two years preceding the filing of this Draft Prospectus.

Our Promoter Group

Promoter and Promoter Group in terms of Regulation 2(1)(za) and 2(1)(zb) of the SEBI ICDR Regulations. In addition to our Promoters named above, the following individuals and entities form a part of the Promoter Group:

Relationship With Promoter	Mr. Ketan Nalinkant Shah	Mrs. Sonal Ketan Shah	Mr. Priyank Ketan Shah
Spouse	Mrs. Sonal Ketan Shah	Mr. Ketan Shah	-
Father	Shri Nalinkant Shah	Shri Vasantalal Shah	Mr. Ketan Shah
Mother	Late Mrs. Bhanumati Shah	Late Mrs. Kanchanben Shah	Mrs. Sonal Shah
Sister	Mrs. Hema Mehta	Mrs. Hema Shah	-
Brother	Mr. Bhavin Shah	-	-
Son	Mr. Priyank Shah	Mr. Priyank Shah	-
Daughter	-	-	-
Spouse Father	Shri Vasantlal Shah	Shri Nalinkant Shah	-
Spouse Mother	Late Mrs. Kanchanben Shah	Late Mrs. Bhanumati Shah	-
Spouse' Brother	-	Mr. Bhavin Shah	-
Spouse' Sister	Mrs. Hema Shah	Mrs. Hema Mehta	-

B. Companies, Proprietary concerns, HUF's related to our promoters

As specified in clause 2 (zb) of the SEBI Regulation, the Companies, HUF and Partnership firms that form part of our Promoter group are as follows:

Nature of Relationship	Entity
Any Body Corporate in which ten percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or firm or HUF in which the promoter or any one or more of his immediate relative is a member	Synergy Jewel-Tech Private Limited
Any Body Corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	-
Any Subsidiary or Holding Company of our Promoter Company	-
Any Body Corporate in which a group of individuals or companies or combinations thereof which hold twenty percent or more of the equity share capital in that body corporate also holds twenty percent or more of the equity share capital of the issuer.	Synergy Jewel- Tech Private Limited
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	Diyaan Jewellery LLP

For further details on our Promoter Group refer Chapter Titled “ Financial Information of our Group Companies” beginning on page no.108 of this Draft Prospectus.

Common Pursuits



M/s. Synergy Jewel-Tech Private Limited, Promoter Group Company is engaged in the business similar to those carried out by our Company.

Dissociation of Promoters in the last three years:

Our Promoters Mr Ketan Nalinkant Shah, Mrs Sonal Ketan Shah and Mr Priyank Ketan Shah have not disassociated themselves from any Companies in the last three years.

Related Business transactions within the group company and its significance on the financial performance of Our Company Sales or Purchases between our group Company and associated company with our Company is given below:

There are no sales or purchase between our Group Company and associated company exceeding ten percent of our total sales or purchases. For details, please see the section: “Related Party Transactions” on page no. 111 of this Draft Prospectus.

Defunct /Struck-off Company

- None of our Promoters, Promoter Group and our Group Companies have remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this Draft Prospectus.
- None of the securities of our Group Entities are listed on any stock exchange and has not made any public or rights issue of securities in the preceding three years.
- None of our Group Entities, have been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- None of our Group Entities, have been identified as a Willful Defaulter.

Business Interests amongst our Company and Group Companies /Associate Companies

As we have no group Companies, there are no business interests amongst our Company and our Group Companies.

Changes in Accounting Policies in the last three years

Except as mentioned under the paragraph Changes in Significant Accounting Policies, Annexure IVI under Chapter titled “Auditors’ Report and Financial Information of our Company” beginning on page no. 113 of the Draft Prospectus, there have been no changes in the accounting policies in the last three years.



GROUP ENTITIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of Group Companies, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India. 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.

1. Synergy Jewel – Tech Private Ltd Brief Corporate Information

Synergy Jewel-Tech Private Ltd is a private company incorporated under the provisions of Companies Act, 1956 and it has been incorporated on May 12, 2013. The registered office is presently situated at **A/326, 3rd Floor Virwani Industrial Estate, Goregaon (East), Mumbai – 400 063**. The Corporate Identification number of the Synergy Jewel Tech is **U74120MH2013PTC243240**

Current Nature of Activities

Synergy Jewel –Tech Private Limited was incorporated with the object of to carry on the business of manufacturers, traders, dealers, distributors, retailers, buyer, sellers, exporters and importers and commission agents of diamonds studded jewellery and other precious and semi precious stones . Jewellery including to carry on the business of job work on various Jewellery.

Board of Directors

As on date of this Draft Prospectus, the following are the Directors of Synergy Jewel-Tech Private limited.

Sl.No	Name	Designation
1	Mr. Ketan Nalinkant Shah	Director
2	Mr. Priyank Shah	Director

Shareholding Pattern

As on date of this Draft Prospectus, the following are the Shareholders of Synergy Jewel-Tech Private Limited.

Sl No	Name of the Shareholder	Number of Shares held	Percentage
1	Mr. Ketan Nalinkant Shah	10,50,560	70.04
2	Mr. Govind Soni	20,550	1.37
3	Mr. Palak Shah	37,500	2.5
4	Ms. Amita Shah	37,500	2.5
5	Mr. Priyank Shah	3,53,890	23.59
	Total	15,00,000	100%

Financial Performance

The summary of audited standalone financials for the previous three years is as follows:

(in lakhs except per share data)

Particulars	March 31, 2016	March 31, 2017	March 31, 2018
Equity Share Capital (face value ₹10/- each)	7.50	7.50	322.50
Reserves & Surplus (excluding revaluation reserve)	274.51	317.79	195.56
Total Income	1882.07	2182.76	2892.49
Profit/ (Loss) after Tax	36.19	43.29	193.07
Earnings Per Share and Diluted Earnings per share (in ₹)	48.25	57.72	5.98
Net Asset Value Per Share (in ₹)	376.01	433.71	16.06



2. **Partnership Firms**
Nil

3. **HUFs**
NIL

4. **LLPs**

Diyaan Jewellery LLP

Brief Corporate Information

Diyaan Jewellery LLP is a LLP incorporated pursuant to section 12(1) of the Limited Liability Partnership Act, 2008 on 02.07.2013] The registered office is presently situated at 85/401 Gurukrupa Building Jawahar Nagar, Goregaon West, Mumbai, 400 104.

Current Nature of Activities

Diyaan Jewellery LLP is in the business of Trading, Export, Import, Commission Agency, Dealing in Precious Metals, Ornaments of Gold, Silver, Diamonds, Precious Stones and ancillary activities related to above main business.

Partners

As on date of this Draft Prospectus, the following are the Partners of Diyaan Jewellery LLP:

Sl. No.	Name	Designation
1	Mr. Ketan Shah	Designated Partner
2	Mr. Priyank Shah	Designated Partner

Share in the LLP

Sl.No	Name	Share
1	Mr. Ketan Shah	25%
2	Mr. Priyank Shah	75%

Financial Performance

The summary of audited standalone financials for the previous three years is as follows:

Particulars	(Rs in lakhs)		
	March 31, 2016	March 31, 2017	March 31, 2018
Partners Capital	(0.33)	1.40	1.69
Total Revenue	-	8.06	0.07
Profit after Taxes	(1.48)	0.72	(1.99)

Nature and Extent of Interest of Group Entities

a) *In the promotion of our Company*

None of our Group Entities have any interest in the promotion of our Company.

b) *In the business of our Company*

Except as stated in the chapter “Financial Statements – Related Party Transactions” on page 113, our Group Entities do not have any business interests in our Company.

c) *In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Prospectus with SEBI*



None of our Group Entities are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Prospectus.

d) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Entities are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Companies/ Firms from which the Promoter has disassociated himself in the last three years

Our Promoter has not disassociated himself from any of the companies, firms or any other entities during the last three years preceding the date of this Draft Prospectus.

Changes in Accounting Policies in the last three years

Except as mentioned under the paragraph Changes in Significant Accounting Policies, Annexure IVI under Chapter titled “Auditors’ Report and Financial Information of our Company” beginning on page no. 113 of the Draft Prospectus, there have been no changes in the accounting policies in the last three years.

Litigation

For details relating to legal proceeding involving our Group Entities of our Promoter, please see the section “*Outstanding Litigation and Material Development*” beginning on page 149 of this Draft Prospectus.

Other Confirmations

Our Group Entities have not been prohibited or debarred from accessing the capital markets for any reason by SEBI or any other regulatory or governmental authority.

Further, none of our Group Entities have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.



RELATED PARTY TRANSACTIONS

For details of the related party transactions during the last five financial years, as per the requirements under Accounting Standard 18 "*Related Party Disclosures*" issued by the Institute of Chartered Accountants of India, please see "*Financial Statements–Annexure II.7–Restated Standalone Statement of Related Party Transactions*" and on page 111 of this Draft Prospectus, respectively.



DIVIDEND POLICY

As on the date of this Draft Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents we may enter into from time to time. For further details on restrictive covenants, refer “*Financial Indebtedness*” on page 137. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends. Our Company has not declared any dividends since its incorporation.



SECTION-VI: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

AUDITORS REPORT AND FINANCIAL INFORMATION OF OUR COMPANY

INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIALS STATEMENTS

To,
The Board of Directors,
Creative Gems & Jewellery Limited
A-327, 3rd Floor, Virwani Industrial Estate,
Goregaon East, Mumbai – 400 063

1. We have examined the restated summary statement of assets and liabilities of Creative Gems & Jewellery Limited, (hereinafter referred to as “the Company”) as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014, restated summary statement of profit and loss and restated summary statement of cash flows for the period ended on June 30, 2018 and for the year ended on March 31, 2018, 2017, 2016, 2015 and 2014 (collectively referred to as the “restated summary statements” or “restated financial statements”) annexed to this report and initialed by us for identification purposes. These restated financial statements have been prepared and compiled by the management of the Company and approved by the Board of Directors in connection with the proposed Initial Public Offering (IPO) on SME Platform of National Stock Exchange of India Limited (“NSE”) of the company.
2. These restated summary statements have been prepared in accordance with the requirements of:
 - (i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“ICDR Regulations”) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“SEBI”)
3. We have examined such restated financial statements taking into consideration:
 - (i) The terms of reference to our engagement letter dated August 03, 2018 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on SME Platform of NSE (“IPO” or “SME IPO”); and
 - (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“Guidance Note”).
4. The restated financial statements of the Company have been extracted by the management from the audited financials for the period ended on June 30, 2018, and for the years ended on March 31, 2018, 2017, 2016, 2015, and 2014.
5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
 - (i) The “Restated Statement of Asset and Liabilities” of the Company and audited financial statements of the Company as at June 30, 2018, March 31, 2018, 2017, 2016, 2015, and 2014 examined by us, as set out in Annexure I to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
 - (ii) The “Restated Statement of Profit and Loss” of the Company for the period ended on June 30, 2018 and for the years ended on March 31, 2018, 2017, 2016, 2015, and 2014 examined by us, as set out in Annexure II to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.



(iii) The “Restated Statement of Cash Flows” of the Company for the period ended on June 30, 2018 , for the years ended on March 31, 2018, 2017, 2016, 2015, and 2014 examined by us, as set out in Annexure III to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

5. Based on our examination, we are of the opinion that the restated financial statements have been prepared:

- Considering consistent accounting policies for all the reporting years.
- Adjustments for prior period and other material amounts in the respective financial years to which they relate.
- There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
- There are no audit qualifications in the audit reports issued by the statutory auditors for the period ended on June 30, 2018 and for the years ended on March 31, 2018, 2017, 2016, 2015, and 2014 which would require adjustments in the restated financial statements of the Company.

7. The audit for the financial year ended for the year ended on 31st March, 2018 and for the period ended June 30, 2018 was conducted by M/s Aniket Kulkarni & Associates, Chartered Accountants, and the same has been re-audited by us as per the relevant guidelines. Audit for the financial year ended 31st March, 2014, 31st March, 2015 was conducted by M/s Manish V Shah & Associates, Chartered Accountants. Audit for the financial year ended 31st March 2016 was conducted by M/S Amit Desai & Associates. Audit for the financial year ended 31st March 2017, was conducted by M/s Aniket Kulkarni & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years are based solely on the report submitted by them.

8. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the years ended on March 31, 2018, 2017, 2016, 2015, and 2014 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”)

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

Sn No.	Particular	Annexure
1.	Restated Statement of Share Capital as at March 31, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – 1.1
2.	Statement of Reconciliation of No. of Equity Shares Outstanding at the end of the year as at March 31, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – 1.1
3.	Statement of Restated Statement of Reserves & Surplus as at March 31, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure-1.2
4.	Statement of Long Term Borrowings as at March 31, 2013, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure-1.3
5.	Statement of Deferred Tax Liability as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.4
6.	Statement of Restated Short Term Borrowings as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.5
7.	Statement of Restated Trade Payables as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure- 1.6
8.	Statement of Restated Other Current Liabilities as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.7
9.	Statement of Restated Short Term Provisions as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.8
10.	Statement of Depreciation as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.9
11.	Statement of Restated Current Investments as at March 31, 2014,	Annexure – 1.10



	2015, 2016, 2017, 2018 and June 30, 2018	
12.	Statement of Details of Long Term Loans & Advances as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.11
13.	Statement of Restated Inventories as at March 31, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – 1.12
14.	Statement of Details of Trade Receivable as at March 31, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – 1.13
15.	Statement of Restated Cash & Cash Equivalents as at March 31, 2014, 2015, 2016, 2017, 2018 and June 30, 2018	Annexure – 1.14
16.	Statement of Details of Short Term Loans & Advances as March 31, 2013, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – 1.15
17.	Statement of Restated Other Current Assets as at March 31, 2013, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – 1.16
18.	Statement of Restated Revenue from Operations of the Company for the years ended on March 31, 2014, 2015, 2016 2017, 2018 and June 30, 2018	Annexure – II.1
19.	Statement of Restated Other Income of the Company for the Years ended on March 31, 2014, 2015, 2016 2017, 2018 and period ended on June 30, 2018	Annexure – II.2
20.	Statement of Restated Cost of Material Consumed of the Company for the years ended on March 31, 2014, 2015, 2016, 2017, 2018 and period ended on June 30, 2018	Annexure-II.3
21.	Statement of Restated Employee Benefit Expenses of the Company for the years ended on March 31, 2014, 2015, 2016, 2017, 2018 and period ended on June 30, 2018	Annexure – II.4
22.	Statement of Restated Other Operating and Administrative Expenses as at March 31, 2014, 2015, 2016 2017, 2018 and period ended on June 30, 2018	Annexure-II.5
23.	Statement of Finance Cost of the Company for the years ended on March 31, 2014, 2015, 2016 2017, 2018 and period ended on June 30, 2018	Annexure – II.6
24.	Statement of Details of Related Party Transactions of the Company and audited financial statements of the Company for the years ended on March 31, 2014, 2015, 2016 2017, 2018 and period ended on June 30, 2018	Annexure – II.7
25.	Statement of Accounting Ratios for the years ended on March 31, 2014, 2015, 2016 2017, 2018 and period ended on June 30, 2018	Annexure – II.8
26.	Statement of Tax Shelters for the years ended on March 31, 2014, 2015, 2016 2017, 2018 and period ended on June 30, 2018	Annexure -II.9

Other Annexures:

Annexure IV: Statement of Significant Accounting Policies

Annexure V: Statement of Accounting & Other Ratios, As restated

Annexure VI: Statement of Tax Shelter, As Restated

Annexure VII: Statement of Principle Terms of Secured Loans and Assets Charged as Security

Annexure VIII: Statement of Related Parties & Transactions

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure I to VIII read with the significant accounting policies and notes to the restated financial statements of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).



Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or rebating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Dalal & Kala Associates
Chartered Accountants
Firm Reg No. 102017W

Partner
Membership No. 140934
Place: MUMBAI
Date : 13-August-2018



STATEMENT OF ASSETS AND LIABILITY, AS RESTATED

(₹ In Lakhs)

Particulars	Note No.	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Equity & Liabilities							
Shareholders Fund							
Share Capital	I.1	322.50	322.50	7.50	7.50	7.50	7.50
Reserves and surplus	I.2	281.08	195.56	317.50	271.94	238.31	205.33
Total Shareholder's Fund		603.58	518.06	325.00	279.44	245.81	212.83
Non-Current Liabilities							
Long Term Borrowings	I.3	287.10	290.09	107.75	48.23	0.00	0.00
Long term provisions	-	0.00	0.00	0.00	0.00	0.00	0.00
Other Long Term Liabilities	-	0.00	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability	I.4	0.00	0.00	0.00	0.00	0.05	0.01
Total Current Liabilities		287.10	290.09	107.75	48.23	0.05	0.01
Current Liabilities							
Short Term Borrowings	I.5	639.26	602.63	374.01	353.20	281.50	358.67
Trade Payables	I.6	668.60	452.17	512.12	796.90	365.95	250.10
Other Current Liabilities	I.7	6.96	7.32	21.85	7.12	77.06	44.62
Short Term Provisions	I.8	121.55	80.34	30.69	34.66	15.56	21.71
Total Current Liabilities		1,436.36	1,142.46	938.67	1,191.88	740.06	675.10
Total Equity & Liability		2,327.05	1,950.62	1,371.42	1,519.54	985.93	887.94
Non-Current Assets							
a) Fixed Assets							
Tangible Assets	I.9	51.23	54.04	23.49	8.26	4.68	5.44
Intangible Assets		1.69	2.00	8.47	0.00	0.00	0.00
Total Fixed Assets (a)		52.92	56.04	31.96	8.26	4.68	5.44
b) Non-Current Investments	I.10	3.00	1.00	0.00	0.00	0.00	0.00
c) Long Term Loans and Advances	I.11	0.00	0.00	0.00	0.00	0.00	0.00
d) Other Non-Current Assets	-	0.00	0.00	0.00	0.00	0.00	0.00
e) Deferred Tax Asset	I.4	3.05	2.33	0.58	0.29	0.00	0.00
Total Non-Current Assets		58.97	59.37	32.54	8.55	4.68	5.44
Current assets							
Current Investments	-	0.00	0.00	0.00	0.00	0.00	0.00
Inventories	I.12	1,122.13	1,242.92	874.54	769.37	666.49	530.25
Trade Receivables	I.13	979.00	486.50	329.24	680.53	282.65	318.53
Cash and Cash Equivalents balances	I.14	84.48	80.72	102.87	20.48	9.72	7.42
Short Term Loans and advances	I.15	79.44	81.11	32.24	40.61	22.39	24.88



Other Current Assets	I.16	3.05	0.00	0.00	0.00	0.00	0.00
Total Current Assets		2,268.09	1,891.26	1,338.88	1,510.99	981.25	882.50
Total Assets		2,327.05	1,950.62	1,371.42	1,519.54	985.93	887.93



STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED

(₹ In Lakhs)

Particulars	Note No.	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Income							
Revenue from Operations	II.1	1,244.29	2,880.25	2,176.94	1,882.07	1,384.08	1,866.82
Other Income	II.2	1.31	12.24	5.82	0.00	0.03	0.46
Total Revenue		1245.60	2892.49	2182.76	1882.07	1384.11	1867.28
Expenditure							
Cost of Material Consumed	II.3	1,030.04	2,309.29	1,819.01	1,591.95	1,188.65	1,670.07
Employee Benefit Expenses	II.4	20.21	71.10	68.37	53.93	53.89	46.53
Other Operating and Administrative Expenses	II.5	42.76	133.51	143.86	141.54	46.65	49.10
Total (B)		1093.01	2513.90	2031.23	1787.42	1289.18	1765.70
Profit Before Interest, Depreciation and Tax		152.59	378.59	151.53	94.65	94.92	101.59
Depreciation		5.37	17.29	16.11	3.79	2.24	2.98
Profit Before Interest and Tax		147.22	361.30	135.42	90.86	92.69	98.60
Financial Charges	II.6	27.88	94.76	69.03	38.49	44.84	38.90
Profit before Taxation		119.34	266.54	66.40	52.37	47.85	59.70
Provision for Taxation		34.54	75.22	20.83	16.52	14.84	18.75
Provision for Deferred Tax		(0.71)	(1.75)	(0.29)	(0.34)	0.03	-0.21
Total		33.82	73.47	20.54	16.18	14.87	18.55
Profit After Tax but Before Extra-ordinary Items		85.52	193.07	45.86	36.19	32.98	41.16
Loss on Acquisition of Partnership assets/liabilities		0.00	0.00	0.00	0.00	0.00	0.00
Prior Period Items		0.00	0.00	0.00	0.00	0.00	0.00
Net Profit after adjustments		85.52	193.07	45.57	33.62	32.98	38.52
Net Profit Transferred to Balance Sheet		85.52	193.07	45.57	33.62	32.98	38.52



CASH FLOW STATEMENT, AS RESTATED

(₹ In Lakhs)

PARTICULARS	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit Before Tax	119.34	266.54	66.40	52.37	47.85	59.70
<i>Adjusted for :</i>						
a. Depreciation	5.37	17.29	16.11	3.79	2.24	2.98
b. Interest Expenses & Finance Cost	27.88	94.76	69.03	38.49	44.84	38.90
c. Other Adjustments	0.00	0.00	0.00	0.00	0.00	0.00
d. Dividend Income	0.00	0.00	0.00	0.00	0.00	0.00
e. Profit/(loss) on sale of investments/fixed assets	0.00	0.00	0.00	0.00	0.00	0.00
f. Interest & Other Income	(1.31)	(12.24)	(5.82)	0.00	(0.03)	(0.46)
Operating profit before working capital changes	151.28	366.35	145.71	94.65	94.89	101.12
<i>Adjusted for :</i>						
a. Decrease /(Increase) in Inventories	120.79	(368.38)	(105.17)	(102.88)	(136.24)	43.32
b. Decrease / (Increase) in trade receivable	(492.49)	(157.27)	351.29	(397.88)	35.88	111.81
c. (Increase) / Decrease in short term loans and advances	1.68	(48.87)	8.37	(18.22)	2.48	(1.22)
d. Increase / (Decrease) in Trade Payables	216.43	(59.95)	(284.78)	430.95	115.85	(263.87)
e. Increase / (Decrease) in short term provisions	41.21	49.94	(1.69)	16.53	(3.51)	3.57
f. Increase / (Decrease) in other current liabilities	(0.37)	(14.53)	14.73	(69.93)	32.44	5.20
g. (Increase) / Decrease in Other Current Assets	(3.05)	0.00	0.00	0.00	0.00	0.00
h. Increase / (Decrease) in other long term liabilities	0.00	0.00	0.00	0.00	0.00	0.00
i. Increase / (Decrease) in long term provisions	0.00	0.00	0.00	0.00	0.00	0.00
j. Sale / (Purchase) of Current Investments	0.00	0.00	0.00	0.00	0.00	0.00
k. (Increase) / Decrease in long term loans and advances	0.00	0.00	0.00	0.00	0.00	0.00
Cash generated from	35.47	(232.71)	128.46	(46.79)	141.79	(0.06)



operations						
Income Tax Paid (net of refunds)	34.54	75.22	20.83	16.52	14.84	18.75
Prior period items	0.00	0.29	2.57	0.00	1.21	1.42
NET CASH GENERATED FROM OPERATION	0.93	(308.22)	105.06	(63.31)	125.75	(20.24)
B. CASH FLOW FROM INVESTING ACTIVITES						
a. (Purchase)/sale of Fixed Assets	(2.25)	(41.36)	(39.81)	(7.36)	(1.48)	(5.06)
b.(Purchase) / Sale of non-current investment	(2.00)	(1.00)	0.00	0.00	0.00	0.00
c. Interest & Other Income	1.31	12.24	5.82	0.00	0.03	0.46
e. Dividend Income	0.00	0.00	0.00	0.00	0.00	0.00
Net cash (used) in investing activities	(2.94)	(30.12)	(33.99)	(7.36)	(1.45)	(4.60)
C. CASH FLOW FROM FINANCING ACTIVITES						
a. Interest & Finance Cost	(27.88)	(94.76)	(69.03)	(38.49)	(44.84)	(38.90)
b. Proceeds from share issued / application	0.00	0.00	0.00	0.00	0.00	0.00
c. (Repayments) / proceeds of long term borrowings	(2.99)	182.34	59.52	48.23	0.00	0.00
d. (Repayments) / proceeds of short term borrowings	36.63	228.62	20.81	71.70	(77.17)	66.17
Net cash generated/(used) in financing activities	5.76	316.19	11.31	81.44	(122.01)	27.27
Net Increase / (Decrease) in cash and cash equivalents	3.75	(22.14)	82.38	10.78	2.30	2.43
Cash and cash equivalents at the beginning of the year	80.72	102.87	20.48	9.72	7.42	4.99
Cash and cash equivalents at the end of the year	84.48	80.73	102.87	20.48	9.72	7.42
Cash and cash equivalents as per balance sheet	84.48	80.72	102.87	20.48	9.72	7.42
	0.00	0.00	0.00	0.00	0.00	0.00



Significant Accounting Policies

(Annexure-I)

1. Basis of preparation of Financial Statement

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, unless otherwise stated. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. 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. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non - current classification of assets and liabilities.

2. Use of Estimates

The preparation of financial statements requires use of estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and the estimate are recognized in the period in which the same are known/materialized.

3. Tangible & Intangible Assets and Depreciation

Tangible are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

4. Finance Costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly 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 necessarily takes substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

5. Inventories

Based on the data and information provided to us by the management it was not possible for us to carry out the valuation of Inventory as per revised AS-2. Hence we have relied on the stock statement provided to us certified by the management of the company.

6. Impairment of tangible Assets and Intangible Assets.

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists there coverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs an impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in



use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

7. Investments.

Investments are stated at cost of acquisition together with brokerage etc. but excluding dematerialization charges and security transaction tax. Provision for diminution in the value of long term investments are made only if such a decline is other than temporary.

8. Provisions and Contingent Liabilities

Provisions: Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

9. Employee Benefit Expenses

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. However the company has not made provision for Gratuity during the year.

10. Tax Expenses

The tax expense for the period comprises current and deferred tax.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

11. Foreign currencies transactions and translation.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2016 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets. On-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.



12. Revenue Recognition

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed. Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable

Dividend Income is recognized when the Company's right to receive the payment has been established.

Statement of Share Capital

(Annexure-I.1)
(₹ In Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Authorised						
Equity shares of ₹ 10/- each	800.00	800.00	7.50	7.50	7.50	7.50
Issued, Subscribed & Fully Paid-up						
Equity shares of ₹ 10/- each	322.50	322.50	7.50	7.50	7.50	7.50

Rights, Preference and Restrictions: The Company has only one class of shares referred to as Equity Shares with voting rights & dividend having a Par Value of ₹ 10. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of No. of Shares Outstanding at the end of the Year

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Shares outstanding at the beginning of the year	3,225,000	75,000	75,000	75,000	75,000	75,000
Shares issued during the year	0.00	0.00	0.00	0.00	0.00	0.00
Bonus Issued during the year	0.00	3,150,000	0.00	0.00	0.00	0.00
Share outstanding at the end of the year	3,225,000	3,225,000	75,000	75,000	75,000	75,000

Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Ketan Shah						
No. of Shares	1,965,100	1,965,100	45,700	22,700	22,700	22,700
% Holding	60.93%	60.93%	60.93%	30.27%	30.27%	29.51%
Priyank Shah						
No. of Shares	864,300	864,300	20,100	0.00	0.00	0.00
% Holding	26.80%	26.80%	26.80%	0.00%	0.00%	0.00%
Sonal Ketan Shah						
No. of Shares	391,300	391,300	9,100	3,900	0.00	0.00
% Holding	12.13%	12.13%	12.13%	5.20%	0.00%	0.00%
Alkesh Rajnikant Shah						
No. of Shares	0.00	0.00	0.00	5,000	5,000	5,000
% Holding	0.00%	0.00%	0.00%	6.67%	6.67%	6.67%



Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Rajnikant Popatlal Shah						
No. of Shares	0.00	0.00	0.00	19,000	19,000	19,000
% Holding	0.00%	0.00%	0.00%	25.33%	25.33%	25.33%
Rajnikant Popatlal Shah (HUF)						
No. of Shares	0.00	0.00	0.00	20,000	20,000	20,000
% Holding	0.00%	0.00%	0.00%	26.67%	26.67%	26.67%
Alkesh Rajnikant Shah (HUF)						
No. of Shares	0.00	0.00	0.00	4,000	4,000	4,000
% Holding	0.00%	0.00%	0.00%	5.33%	5.33%	5.33%

Restated Statement of Reserve & Surplus

(Annexure-I.2)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Statement of Profit & Loss						
Opening balance	195.56	235.44	192.15	155.96	124.19	84.46
Add: Profit for the year	85.52	192.78	43.29	36.19	31.77	39.73
Profit available for appropriation	281.08	428.21	235.44	192.15	155.96	124.19
Less: Adjustments	0.00	232.65	0.00	0.00	0.00	0.00
Balance as at the end of the year	281.08	195.56	235.44	192.15	155.96	124.19
Securities Premium Account						
Opening balance	0.00	82.35	82.35	82.35	82.35	82.35
Add: Additions during the year	0.00	0.00	0.00	0.00	0.00	0.00
Less: Utilised for Bonus Issue	0.00	82.35	0.00	0.00	0.00	0.00
Balance as at the end of the year	-	-	82.35	82.35	82.35	82.35
Total Reserve & Surplus	281.08	195.56	317.79	274.51	238.31	206.54

Restated Statement of Other Long Term Liabilities

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Others	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00

Restated Statement of Long Term Borrowings

(Annexure-I.3)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Secured Loans						
Term Loans						
Bank	17.82	19.77	0.00	0.00	0.00	0.00
Term Loan From Bank & NBFC	269.28	270.33	107.75	48.23		
Total	287.10	290.09	107.75	48.23	0.00	0.00

Restated Statement of Deferred Tax Liability

(Annexure-I.4)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Opening Deferred Tax Liability / (Asset)	(2.34)	(0.58)	0.00	0.05	0.01	0.22
Deferred Tax Asset						
On the Block of Fixed Assets	0.71	1.75	0.58	0.29	0.00	0.00



On Other Items		0.00	0.00	0.00	0.00	0.00
Sub Total	0.71	1.75	0.58	0.29	0.00	0.00
Deferred Tax Liability						
On the Block of Fixed Assets	0.00	0.00	0.00	0.00	0.00	0.76
On Other Items	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total	0.00	0.00	0.00	0.00	0.00	0.76
Net Deferred Tax Liability / (Asset)	(0.71)	(1.75)	(0.58)	(0.29)	0.00	0.76
Closing Deferred Tax Liability / (Asset)	(3.05)	(2.34)	(0.58)	(0.24)	0.05	0.01

Statement of Restated Short Term Borrowings

(Annexure-I.5)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Secured Loans						
Working Capital Loans from Bank	291.20	291.08	158.75	194.41	107.38	195.99
Term Loans from Bank	10.63	10.63	0.00	0.00	0.00	0.00
Un Secured Loans						
Term Loan From Bank & NBFC	215.38	201.19	174.65	61.20		
Related Parties						
Alkesh Shah						
Rajesh K Shah	34.47	34.47	34.47	34.47	3.39	4.05
Kamlakant Chhotalal Exporters Pvt. Ltd	43.64	43.64	0.00	0.00	0.00	0.00
Opulent Jewels Pvt. Ltd	21.62	21.62	0.00	0.00	0.00	0.00
Ketan Shah	5.07	0.00	1.80	0.58	13.27	3.92
Priyank Shah	1.25	0.00	4.34	41.04	22.41	21.71
R. P. Shah	0.00	0.00	0.00	14.15	79.07	77.70
Sonal Ketan Shah	0.00	0.00	0.00	0.73	0.66	0.59
Alkesh R. Shah (HUF)	0.00	0.00	0.00	4.48	4.04	5.73
R. P. Shah (HUF)	0.00	0.00	0.00	0.00	12.02	11.35
Rajesh K Shah	0.00	0.00	0.00	0.00	34.47	32.70
R. R. Shah	0.00	0.00	0.00	-0.62	2.30	2.67
Sheetal B. Shah	0.00	0.00	0.00	2.76	2.49	2.25
Midas Jewel Private Ltd	16.00	0.00	0.00	0.00	0.00	0.00
Total	639.26	602.63	374.01	353.20	281.50	358.67

Restated Statement of Trade Payables

(Annexure-I.6)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Trade Payables for Goods	668.60	452.17	512.12	796.90	365.95	250.10
Trade Payables for Expenses	0.00	0.00	0.00	0.00	0.00	0.00
Total	668.60	452.17	512.12	796.90	365.95	250.10

Restated Statement of Other Current Liabilities

(Annexure-I.7)

(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Security deposits payable	0.00	0.00	0.00	0.00	0.00	0.00
Statutory dues	6.96	7.32	21.85	7.12	0.00	0.00
Advance received from Customers	0.00	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	77.06	44.62



Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Total	6.96	7.32	21.85	7.12	77.06	44.62

Restated Statement of Short Term Provisions

(Annexure-I.8)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Provision for Income Tax	110.16	75.62	21.23	34.18	15.08	21.39
Salary Payable	4.01	4.12	3.62	0.00	0.00	0.00
Remuneration payable	1.41	-1.87	2.81	0.00	0.00	0.00
Audit Fees payable	3.3	1.80	2.10	0.00	0.00	0.00
Provision of Expenses	2	0.00	0.37	0.00	0.00	0.00
Provision of Gratuity	0.67	0.67	0.56	0.48	0.48	0.32
Total	121.55	80.34	30.69	34.66	15.56	21.71

Depreciation as per Company's Act for the period ended 30-06-2018

(Annexure-I.9)

(₹ in Lakhs)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Addition	Adj.	Total cost	Depreciation	Addition	Depreciation	Total	as at	as at
Description	as on	during	during	as at	as at	during	Adj.	Dep. as	30.06.2018	31.03.2018
of Assets	01.04.2018	the year	the year	30.06.2018	01.04.2018	the year		at 30.06.2018		
<u>Tangible Assets:</u>										
Plant and Machinery	6.60			6.60	4.71	0.67		5.38	1.23	1.90
Electrical Installation	51.05	0.49	-	51.54	8.09	3.37	-	11.46	40.08	42.96
Furniture and Fixtures	12.68	1.32	-	13.99	11.19	0.41	-	11.60	2.39	1.48
Office Equipment	10.45	-	-	10.45	4.58	0.38	-	4.96	5.49	5.87
<u>Intangible Assets:</u>	8.93	0.45	-	9.37	7.12	0.23	-	7.35	2.02	1.81
Software										
Plant and Machinery	15.10	-	-	15.10	13.09	0.32	-	13.41	1.69	2.00
TOTAL ₹	104.80	2.25	-	107.05	48.78	5.37	-	54.15	52.90	56.02

Depreciation as per Company's Act for Financial Year 2017-18

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Addition	Adj.	Total cost	Depreciation	Addition	Depreciation	Total	as at	as at
Description	as on	during	during	as at	as at	during	Adj.	Dep. as	31.03.2018	31.03.2017
of Assets	01.04.2017	the year	the year	31.03.2018	01.04.2017	the year		at 31.03.2018		
<u>Tangible Assets:</u>										
Electrical Installation	6.60			6.60	3.60	1.11		4.71	1.90	3.01
Plant And Machinery	9.54	41.5	-	51.05	0.76	7.33	-	8.09	42.96	8.78



		1								
Computer & Peripherals	12.17	0.50	-	12.68	10.00	1.19	-	11.19	1.48	2.17
Furniture and Fixtures	10.45	-	-	10.45	2.53	2.05	-	4.58	5.87	7.91
Office Equipment	7.88	1.05	-	8.93	6.26	0.86	-	7.12	1.81	1.62
<u>Intangible Assets:</u>					-					
Softwares	16.81	-	1.71	15.10	8.34	4.76	-	13.09	2.00	8.47
TOTAL ₹	63.44	43.07	1.71	104.80	31.49	17.29	-	48.78	56.02	31.96

Depreciation as per Company's Act for Financial Year 2016 -17

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Addition	Adj.	Total cost	Depreciation	Addition	Depreciation	Total	as at	as at
Description	as on	during	during	as at	as at	during	Adj.	Dep. as	31.03.2017	31.03.2016
of Assets	01.04.2016	the year	the year	31.03.2017	01.04.2016	the year		31.03.2017		
<u>Tangible Assets:</u>										
Electrical Installation	4.64	1.97		6.60	1.73	1.87		3.60	3.01	2.91
Plant and Machinery	0.23	9.31		9.54	0.06	0.71	-	0.76	8.78	0.17
Computer & Peripherals	10.95	1.22		12.17	8.62	1.38	-	10.00	2.17	2.33
Furniture and Fixtures	1.45	9.00		10.45	0.12	2.41	-	2.53	7.91	1.33
Office Equipment	6.38	1.50		7.88	4.86	1.40	-	6.26	1.62	1.52
<u>Intangible Assets:</u>										
Software	-	16.81		16.81	-	8.34	-	8.34	8.47	-
TOTAL ₹	23.64	39.81	-	63.44	15.38	16.11	-	31.49	31.96	8.26

Depreciation as per Company's Act for Financial Year 2015-16

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Addition	Adj.	Total cost	Depreciation	Addition	Depreciation	Total	as at	as at
Description	as on	during	during	as at	as at	during	Adj.	Dep. as	31.03.2016	31.03.2015
of Assets	01.04.2015	the year	the year	31.03.2016	01.04.2015	the year		31.03.2016		
<u>Tangible Assets:</u>										
Plant and Machinery	0.23	-	-	0.23	0.02	0.04	-	0.06	0.17	0.21
Electrical Installation	3.09	1.55	-	4.64	1.21	0.52	-	1.73	2.91	1.87
Furniture and Fixtures	-	1.45	-	1.45	-	0.12	-	0.12	1.33	-



Office Equipment	12.97	4.36	-	17.33	10.36	3.11	-	13.48	3.85	2.60
<u>Intangible Assets:</u>										
Software	-	-	-	-	-	-	-	-	-	-
TOTAL ₹	16.28	7.36	-	23.64	11.60	3.79	-	15.38	8.26	4.68

Depreciation as per Company's Act for Financial Year 2014-15

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Addition	Adj.	Total cost	Depreciation	Addition	Depreciation	Total	as at	as at
Description	as on	during	during	as at	as at	during	Adj.	Dep. as	31.03.2015	31.03.2014
of Assets	01.04.2014	the year	the year	31.03.2015	01.04.2014	the year		31.03.2015		
<u>Tangible Assets:</u>										
Plant and Machinery	-	0.23		0.23	-	0.02	-	0.02	0.21	-
Electrical Installation	9.80	1.21		11.01	7.54	1.77	-	9.31	1.70	2.26
Furniture and Fixtures	-	-		-	-	-	-	-	-	-
Office Equipment	4.99	0.05		5.04	1.82	0.45	-	2.27	2.77	3.17
<u>Intangible Assets:</u>										
Software	-	-		-	-	-	-	-	-	-
TOTAL ₹	14.80	1.48	-	16.28	9.36	2.24	-	11.60	4.68	5.44

Depreciation as per Company's Act for Financial Year 2013-14

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Addition	Adj.	Total cost	Depreciation	Addition	Depreciation	Total	as at	as at
Description	as on	during	during	as at	as at	during	Adj.	Dep. as	31.03.2014	31.03.2013
of Assets	01.04.2013	the year	the year	31.03.2014	01.04.2013	the year		31.03.2014		
<u>Tangible Assets:</u>										
Plant and Machinery	-	-	-	-	-	-	-	-	-	-
Electrical Installation	6.25	2.33	-	8.58	4.13	2.20	-	6.33	2.24	2.12
Furniture and Fixtures	-	-	-	-	-	-	-	-	-	-
Office Equipment	2.26	2.73	-	4.99	1.05	0.77	-	1.82	3.17	1.22
<u>Intangible Assets:</u>										
Software	1.22	-	-	1.22	1.20	0.01	-	1.21	0.02	0.03
TOTAL ₹	9.73	5.06	-	14.80	6.38	2.98	-	9.36	5.44	3.36

Restated Statement of Current Investments



(Annexure-I.10)
(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Chit Fund	3.00	1.00	0.00	0.00	0.00	0.00
Total	3.00	1.00	0.00	0.00	0.00	0.00

Restated Statement of Long Term Loans and Advances

(Annexure-I.11)
(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Rent Deposit	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00

Restated Statement of Inventories

(Annexure-I.12)
(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Stock in trade	1122.13	1,242.92	874.54	769.37	666.49	530.25
Total	1,122.13	1,242.92	874.54	769.37	666.49	530.25

Restated Statement of Trade Receivables

(Annexure-I.13)
(₹ in Lakhs)

Particular	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Debtors due for the period exceeding 6 months	34.91	8.64	16.44	12.18	4.33	21.14
Other Debtors	944.09	477.86	312.79	668.35	278.31	297.39
Total	979.00	486.504995	329.23673	680.53	282.65	318.53

Restated Statement of Cash & Cash Equivalents

(Annexure- I.14)
(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Balances with banks in current account	2.93	2.82	4.20	9.16	9.20	0.31
Cash on hand	4.35	1.88	1.14	7.29	0.52	7.11
Deposit with Bank	77.20	76.03	97.53	4.04	0.00	0.00
Total	84.48	80.72	102.87	20.48	9.72	7.42

Restated Statement of Short Term Loans & Advances

(Annexure- I. 15)
(₹ in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Advance to staff and others	5.91	10.92	8.02	7.98	0.00	0.00
Advances Recoverable in Cash or Kind	3.30	0.00	0.00	0.00	1.26	1.71
Advance Income Tax & TDS	50.33	0.00	0.00	0.00	15.60	21.44
Vat Receivables	0.00	0.00	0.00	0.00	1.38	0.00
Prepaid Exp.	0.00	0.00	0.00	0.00	4.15	3.14
Balances with statutory authorities	15.19	65.48	20.21	28.62	0.00	0.00
Deposits	4.01	4.01	4.01	4.01	0.00	0.00
Tender Deposit with SBI	0.00	0.00	0.00	0.00	0.00	0.00
Prepaid Expenses	0.70	0.70	0.00	0.00	0.00	0.00
Total	79.44	81.11	32.24	40.61	22.39	26.30

Restated Statement of Other Current Assets

(Annexure- I.16)
(₹ In Lakhs)



Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Miscellaneous Expenditure to the extent not written off	0.00	0.00	0.00	0.00	0.00	0.00
Others	3.05	0.00	0.00	0.00	0.00	0.00
Total	3.05	0.00	0.00	0.00	0.00	0.00

Restated Statement of Revenue from Operations

(Annexure-II.1)

Particulars	For the FY					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Revenue from Operations	-					
Revenue from Operations	1244.29	2,880.25	2,176.94	1,882.07	1,384.08	1,866.82
Total	1,244.29	2,880.25	2,176.94	1,882.07	1,384.08	1,866.82

Restated Statement of Other Income

(Annexure-II.2)

Particulars	For the FY					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Interest Received	1.17	5.60	5.53	0.00	0.03	0.46
Other Income	0.14	6.65	0.29	0.00	0.00	0.00
Total	1.31	12.24	5.82	0.00	0.03	0.46

Restated Statement of Cost of Material Consumed

(Annexure-II.3)

Particulars	For the FY/Period ended					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Opening Stock	1,242.92	874.54	769.37	666.49	530.25	573.57
Purchase of Materials	909.26	2,677.66	1,924.18	1,694.83	1,247.42	1,489.46
Designing Charges	0.00	0.00	0.00	0.00	77.47	137.29
Less : Closing Stock	-1,122.13	(1242.92)	(874.55)	(769.37)	(666.49)	(530.25)
Total	1,030.04	2,309.29	1,819.00	1,591.95	1,188.65	1,670.07

Restated Statement of Employee Benefit Expenses

(Annexure- II.4)

(₹ In Lakhs)

Particulars	For the FY/Period ended					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Salary, Wages, Bonus, contribution to PF etc.	14.21	47.62	47.71	36.68	31.83	24.31
Staff Welfare	0.00	0.58	0.58	0.00	0.00	0.00
Directors Remuneration	6.00	22.80	20.00	17.25	21.90	21.90
Gratuity	0.00	0.11	0.08	0.00	0.16	0.32
Total	20.21	71.10	68.37	53.93	53.89	46.53

Restated Statement of Other Operating and Administrative Expenses

(Annexure-II.5)

(₹ In Lakhs)

Particulars	For the FY					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Audit Fees	1.50	2.00	2.00	3.36	1.65	1.50
Labour Charges	25.09	47.30	96.53	88.99	0.00	0.00
Bank Charges	-0.17	0.52	0.37	0.08	0.00	0.00



Business Promotion & Exhibition Expenses	0.00	11.41	0.00	0.00	0.00	0.00
Certification Charges	1.58	11.48	0.00	11.04	0.00	0.00
Commission & Brokerage Charges	0.00	3.79	0.59	0.00	0.00	0.00
Computer Expenses	0.04	0.36	0.00	0.78	0.00	0.00
Conveyance	1.57	0.63	1.98	0.10	9.08	7.61
Designing Charges	0.33	1.98	0.00	1.39	0.00	0.00
Electricity Expenses	1.11	4.27	2.83	1.05	2.38	2.79
Exhibition Expenses	0.00	0.00	0.39	4.22	0.00	0.00
Insurance Expenses	0.19	1.67	0.41	2.76	1.30	3.65
Membership & Subscription Fees	0.28	0.53	0.52	0.58	0.00	0.00
Ministry of Corporate Affairs	0.00	9.00	0.00	0.00	0.00	0.00
Miscellaneous Expenses	0.00	0.00	0.29	0.12	26.15	26.81
Office Expenses	1.89	5.05	2.08	0.98	0.00	0.00
Office Rent	1.37	5.50	5.22	8.22	0.00	0.00
Other Charges	0.00	0.00	0.13	0.42	0.00	0.00
Other Manufacturing Expenses	0.07	0.66	0.00	0.20	0.00	0.00
Postage & Courier Charges	2.29	6.29	6.32	5.58	1.96	1.24
Printing & Stationery Expenses	0.09	0.96	0.74	0.89	0.00	0.00
Professional Fees	4.21	10.28	11.69	1.07	0.50	2.43
Rent, Rates & Taxes	0.00	0.06	0.00	0.16	3.30	2.04
Repairs to Machinery	0.94	0.69	0.00	0.00	0.32	1.02
ROC Fees	0.00	0.00	0.14	0.53	0.00	0.00
Sales Promotion Charges	0.26	2.12	0.47	3.02	0.00	0.00
Service Tax & Excise Duty	0.00	0.00	5.91	0.00	0.00	0.00
Sundry Debtor Write off	0.00	1.06	0.00	0.00	0.00	0.00
Telephone Expenses	0.12	0.57	0.86	0.00	0.00	0.00
Travelling Expenses	0.00	5.36	4.38	5.99	0.00	0.00
Total	42.76	133.51	143.86	141.54	46.65	49.10

Restated Statement of Finance Cost

(Annexure-II.6)
(₹ In Lakhs)

Particulars	For the FY					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Interest Expenses	26.54	82.71	62.30	36.29	44.84	38.90
Other Borrowing Cost	1.34	12.05	6.73	2.20	0.00	0.00
Total	27.88	94.76	69.03	38.49	44.84	38.90

Restated Statement of Related Party Transaction

(Annexure-II.7)

M/S CREATIVE GEMS AND JEWELLERY PRIVATE LIMITED	
List of Related Parties	Relationship
Ketan Shah	Director
Priyank Shah	Director
Sonal Ketan Shah	Director



Alkesh Shah	Shareholder
Alkesh Shah (HUF)	Shareholder
Rajnikant Shah	Shareholder
Rajesh K Shah	Shareholder
Rajnikant P Shah (HUF)	Shareholder
Diyaan Jewellery LLP	Associate concern
Synergy Jewel Tech Pvt. Ltd.	Associate concern

(Rs in Lakhs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Remuneration Paid						
Alkesh Shah	0.00	0.00	0.00	2.10	3.60	3.60
Ketan Shah	2.25	9.00	7.20	7.20	7.20	7.20
Priyank Shah	2.25	9.00	8.00	0.00	0.00	0.00
Rajnikant Shah	0.00	0.00	0.00	3.15	6.30	6.30
Sonal Ketan Shah	1.50	4.80	4.80	4.80	4.80	4.80
Total	6.00	22.80	20.00	17.25	21.90	21.90
Loans & Advances Taken						
Opening Balance						
Alkesh Shah	0.00	0.00	0.00	3.39	4.05	4.03
Alkesh Shah (HUF)	0.00	0.00	4.48	4.04	5.73	7.07
Ketan Shah	0.00	1.80	0.58	15.77	3.92	1.59
Priyank Shah	0.00	4.34	41.04	22.41	21.71	0.00
Rajesh K Shah	34.47	34.47	34.47	34.47	32.70	30.25
Rajnikant P Shah	0.00	0.00	14.15	79.07	77.70	64.40
Rajnikant P Shah (HUF)	0.00	0.00	0.00	12.02	11.35	10.25
Sonal Ketan Shah	0.00	0.00	0.73	0.66	0.59	0.54
Sub Total	34.47	40.62	95.45	171.83	157.76	118.12
Borrowed						
Alkesh Shah	0.00	0.00	0.00	0.00	2.84	2.34
Alkesh Shah (HUF)	0.00	0.00	0.00	0.44	0.54	0.66
Ketan Shah	0.00	31.02	147.25	6.08	23.33	13.48
Priyank Shah	1.25	28.04	38.13	19.88	2.20	21.71
Rajesh K Shah	0.00	0.00	0.00	0.00	1.77	2.45
Rajnikant P Shah	0.00	0.00	0.00	5.53	55.68	69.99
Rajnikant P Shah (HUF)	0.00	0.00	0.00	0.00	7.67	1.11
Sonal Ketan Shah	0.00	38.44	17.27	0.07	0.06	0.06
Sub Total	1.25	97.50	202.65	32.00	94.09	111.80
Repaid						
Alkesh Shah	0.00	0.00	0.00	3.39	3.50	2.32
Alkesh Shah (HUF)	0.00	0.00	4.48	0.00	2.23	2.00
Ketan Shah	0.00	32.82	146.03	21.26	11.48	11.16
Priyank Shah	0.00	32.38	74.83	1.25	1.50	0.00
Rajesh K Shah	0.00	0.00	0.00	0.00	0.00	0.00
Rajnikant P Shah	0.00	0.00	14.15	70.45	54.31	56.68
Rajnikant P Shah (HUF)	0.00	0.00	0.00	12.02	7.00	0.00
Sonal Ketan Shah	0.00	38.44	18.00	0.00	0.00	0.00
Sub Total	0.00	103.64	257.49	108.38	80.02	72.16
Closing Balance						
Alkesh Shah	0.00	0.00	0.00	0.00	3.39	4.05



Alkesh Shah (HUF)	0.00	0.00	0.00	4.48	4.04	5.73
Ketan Shah	0.00	0.00	1.80	0.58	15.77	3.92
Priyank Shah	1.25	0.00	4.34	41.04	22.41	21.71
Rajesh K Shah	34.47	34.47	34.47	34.47	34.47	32.70
Rajnikant P Shah	0.00	0.00	0.00	14.15	79.07	77.70
Rajnikant P Shah (HUF)	0.00	0.00	0.00	0.00	12.02	11.35
Sonal Ketan Shah	0.00	0.00	0.00	0.73	0.66	0.59
Total	35.72	34.47	40.62	95.45	171.83	157.76
Loans & Advances Given						
Opening Balance						
Ketan Shah	0.00	0.00	0.00	0.00	0.00	0.00
Diyaan Jewellery LLP	0.00	0.00	2.53	2.53	2.53	2.29
Synergy Jewel Tech Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total	0.00	0.00	2.53	2.53	2.53	2.29
Advance Paid						
Ketan Shah	0.00	0.00	0.00	0.00	0.00	0.00
Diyaan Jewellery LLP	0.00	1.39	0.00	0.00	0.00	0.24
Synergy Jewel Tech Pvt. Ltd.	1.30	0.00	0.00	0.00	0.00	
Sub Total	1.30	1.39	0.00	0.00	0.00	0.24
Received						
Ketan Shah	0.00	0.00	0.00	0.00	0.00	0.00
Diyaan Jewellery LLP	0.00	1.39	2.53	0.00	0.00	0.00
Synergy Jewel Tech Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total	0.00	1.39	2.53	0.00	0.00	0.00
Closing Balance						
Ketan Shah	0.00	0.00	0.00	0.00	0.00	0.00
Diyaan Jewellery LLP	0.00	0.00	0.00	2.53	2.53	2.53
Synergy Jewel Tech Pvt. Ltd.	1.30	0.00	0.00	0.00	0.00	0.00
Total	1.30	0.00	0.00	2.53	2.53	2.53

Restated Statement of Accounting Ratios

(Annexure-II.8)
(Amount in Rs)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Net Profit as restated (₹ in Lakhs)	85.52	192.78	43.29	36.19	31.77	39.73
Net Worth (₹ in Lakhs)	603.58	518.06	325.29	282.01	245.81	214.04
Return on Net worth (%)	14.17%	37.21%	13.31%	12.83%	12.93%	18.56%
Equity Share at the end of year (in Nos.)	3,225,000	3,225,000	3,225,000	3,225,000	3,225,000	3,225,000
(Face Value ₹ 10)	10.00	10.00	10.00	10.00	10.00	10.00
Weighted No. of Equity Shares (Basic)	3,225,000	3,225,000	3,225,000	3,225,000	3,225,000	3,225,000
Basic Earnings per Equity Share	2.65	5.98	1.34	1.12	0.99	1.23
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	18.72	16.06	10.09	8.74	7.62	6.64



Misc Expenditure to the extent not written off	0.00	0.00	0.00	0.00	0.00	0.00
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Restated Statement of Tax Shelter

(Annexure-II.9)

(Amount in ₹)

Particulars	As At					
	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Profit Before Tax	119.34	266.54	66.40	52.37	47.85	59.70
-- Normal Tax rate	0.26	0.26	0.31	0.31	0.31	0.31
-- Minimum Alternative Tax rate	0.20	0.20	0.20	0.19	0.19	0.19
-- Short Term Capital Gain U/S 111(A)	0.00	0.00	0.00	0.00	0.00	0.00
Notional Tax at normal rates	30.73	68.63	20.52	16.18	14.79	18.45
Tax at Special Rate	0.00	0.00	0.00	0.00	0.00	0.00
Total Tax (A)	30.73	68.63	20.52	16.18	14.79	18.45
Permanent differences						
Other adjustments	0.00	0.00	0.00	0.00	0.00	0.00
Disallowances	0.00	0.00	3.18	0.00	0.00	7.19
Total (B)	0.00	0.00	3.18	0.00	0.00	7.19
Timing Differences						
Depreciation as per Books	5.37	17.29	16.11	3.79	2.24	2.98
Depreciation as per Income Tax	2.78	25.63	25.44	20.69	17.91	14.23
Difference between tax depreciation and book depreciation	2.59	(8.34)	(9.33)	(16.90)	(15.67)	(11.25)
Other adjustments	0.00	0.00	0.00	(34.05)	34.05	0.00
Set off of c/f loss	0.00	0.00	(6.58)	0.00	0.00	0.00
Total (C)	2.59	(8.34)	(15.91)	(50.95)	18.38	(11.25)
Net Adjustments (B+C)	2.59	(8.34)	(12.73)	(50.95)	18.38	(4.06)
Tax expense/(savings) thereon (D)	0.67	(2.15)	(3.94)	(15.74)	5.68	(1.25)
Total Taxation (E = A+D)	31.40	66.49	16.58	0.44	20.46	17.19
Brought forward losses set off (Depreciation)	0.00	0.00	0.00	0.00	0.00	0.00
Tax effect on the above (F)	0.00	0.00	0.00	0.00	0.00	0.00
Net tax for the year/period (E+F)	31.40	66.49	16.58	0.44	20.46	17.19
Interest on Delay in Tax Payment	0.00	0.00	0.00	0.00	0.00	0.00
Net Payable	0.00	0.00	16.58	0.44	20.46	17.19
MAT Credit Utilised	0.00	0.00	0.00	0.00	0.00	0.00
Tax Payable for the year	31.40	66.49	16.58	0.44	20.46	17.19
Tax payable as per MAT	24.33	54.34	13.54	9.98	8.87	11.07
Tax expense recognised	34.54	75.22	20.83	16.52	14.84	18.75

(Amount in ₹)

Particulars	30.06.18	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Net profit as per PL	119.34	266.54	66.40	52.37	47.85	59.70



Add: Dep as per companies act	5.37	17.29	16.11	3.79	2.24	2.98
Less: Dep as per IT	2.78	10.93	15.17	2.69	2.23	2.31
Gratuity	0.00	0.11	0.08	0.00	0.16	0.32
	121.93	273.00	67.41	53.47	48.01	60.69
Tax in %	0.25	0.25	0.30	0.30	0.30	0.30
Surcharge in %	0.10	0.07	0.00	0.00	0.00	0.00
Tax	30.48	68.25	20.22	16.04	14.40	18.21
Surcharge	3.05	4.78	0.00	0.00	0.00	0.00
Total	33.53	73.03	20.22	16.04	14.40	18.21
Cess	1.01	2.19	0.61	0.48	0.43	0.55
Total provision	34.54	75.22	20.83	16.52	14.84	18.75



FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on June 30, 2018 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

Nature of Borrowing	Amount Outstanding as at June 30, 2018 (₹ in Lakhs)
Secured Borrowings	804.31
Unsecured Borrowings*	122.05
Total	926.36

*The entire unsecured borrowings are from Promoters/ Promoter Group and their relatives and inter-corporate Loans.

Details of Secured Loans

(₹ in Lakhs)

Name of Lenders	Type of Loan	Date of Sanction	Amount Sanctioned	Amount Outstanding as at June 30, 2018	Interest/ Commission (in % p.a.)	Security	Tenor/Repayment Schedule
Standard Chartered Bank	Business Loan	01.08.2017	50.00	36.84	16.00%	See Note 1	36 months
Edelweiss Retail Finance Ltd	Business Loan	31.12.2017	30.00	24.62	18.50%	See Note 2	24 months
HDFC Bank Ltd	Business Loan	01.04.2016	30.00	16.19	16.50%	See Note 3	48 months
ICICI Bank Ltd	Business Loan	01.09.2016	20.00	1.91	15.49%	See Note 4	24 months
Kotak Mahindra Bank Ltd	Business Loan	01.09.2016	40.00	18.21	18.50%	See Note 6	36 months
Kotak Mahindra Bank Ltd	Business Loan	31.01.2018	20.00	16.17	16.00%	See Note 6	24 months
Capital First Ltd	Business Loan	22.03.2018	36.72	33.46	17.00%	See Note 7	30 months



Name of Lenders	Type of Loan	Date of Sanction	Amount Sanctioned	Amount Outstanding as at June 30, 2018	Interest/Commission (in % p.a.)	Security	Tenor/Repayment Schedule
Magma Fincorp Ltd	Business Loan	07.09.2016	25.00	11.47	19.50%	See Note 8	36 months
Magma Fincorp Ltd	Business Loan	07.03.2018	20.00	18.24	17.00%	See Note 9	36 months
Incred Finance	Business Loan	31.01.2018	20.00	16.10	16.50%	See Note 10	24 months
Tata Capital	Business Loan	30.01.2018	30.00	24.24	18.04%	See Note 11	24 months
India Infoline Ltd	Business Loan	27.03.2018	35.00	31.43	16.00%	See Note 12	24 months
Shriram City Union Finance Limited	Business Loan	05.05.2018	30.00	27.88	19.60%	See Note 13	36 months
DHFL	Loan against (Owner : Ketan Nalikant Shah) Flat No.301 & 501, ShreeGuru krrupa Building The Jawahar Nagar Co-Op Hsg Society Ltd, CTS No.711, Plot No.85, Village Pahadi, Goregaon-East. Mumbai	01.09.2017	213.00	207.88	10.50%	See Note 14	180 months
		Total	599.72	484.66			

Name of Lenders	Type of Loan	Date of Sanction	Amount Sanctioned	Amount Outstanding as at June 30, 2018	Interest/Commission (in % p.a.)	Security	Tenor/Repayment Schedule
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State Bank of India	Cash Credit	22.12.2017	300.00	291.20	11.00%	-	-
State Bank of India	Machin e Loan	22.12.2017	32.00	28.45	11.00%	See Note 15	60 months
		TOTAL	332.00	319.65			
		GRAND TOTAL	931.72	804.31			

Note for facilities taken from State Bank of India:

a) Primary Security

Sr. No.	Nature of Limit	Nature of Security
1.	Fund based Cash Credit & Term Loan	<p>1. Stock, Book debts / Receivable of the company present & future. Hypnotisation of Machinery Purchase at Bank Finance</p> <p>2. Equitable mortgage Shop No. 7, Shree Guru Krupa, 85, Jawahar Nagar, Road No.4, Behind Jain Temple, Goregaon-West. Mumbai-67, FD of ₹73.25 Lakhs in the name of Comapay & FD of ₹ 2.00 Lakhs in the name of Ketan Shah</p> <p>3. Personal Guarantee of (a) Ketan Shah, (b) Sonal Ketan Shah & Priyank Ketan Shah</p>

b) Guarantees

c) Personal Guarantee of (a) Ketan Nalinkant Shah, (b) Sonal Ketan Shah & Priyank Ketan Shah

RESTRICTIVE / MANDATORY COVENANTS

The above sanction letters include various covenants in relation to certain actions to be undertaken by our Company and for which prior written approval of the Bank(s) is required. The major restrictive covenants (which require prior approval) are mentioned below:

- Promoter's share in the borrowing entity should not be pledged to any Bank /NBFC Institution outside the consortium/multiple banking arrangement.
- The borrower will utilize the funds for the purpose they have been lent.
- Any changes in the borrowers capital structure
- The Capital invested in the business by the directors should not be withdrawn during the currency of advance.
- Repayment of unsecured loans availed from friends and relatives, partners etc.

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

Details of Unsecured Loans

Name of Lender	Amount outstanding as on June 30, 2018 (₹ in Lakhs)
Loan from Promoters/ Promoter Group / Directors and their relatives/ Inter-corporate Loans	122.05 Lakhs



MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled “Risk Factors” beginning on page no 12, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

Business Overview

Our Company, was incorporated as ‘Creative Gems & Jewellery Private Limited’ as a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated September 21, 2005 issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, our Company was converted into a public limited company under the Companies Act and the name of our Company was changed to ‘Creative Gems And Jewellery Limited pursuant to fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated July 16, 2018 issued by the Registrar of Companies, Maharashtra, Mumbai. Our company has been promoted by Shri Ketan Nalinkant Shah, Ms Sonal Ketan Shah and Shri Priyank Ketan Shah. Our Promoters Shri Ketan Shah has around 18 years of experience and Mr Priyank Shah has about 8years of experience in gems and jewellery industry and with their innovative business ideas, in-depth knowledge and excellent management skills, we have served our customers proficiently. Some of our major customers includes Mangatrai Jewellers, Rajesh Exports etc.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies, please refer Significant Accounting Policies beginning under Chapter titled “Auditors Report And Financial Information Of Our Company” beginning on page no. 113 of this Draft Prospectus.

DISCUSSION OF RESULT OF OPERATION

The following discussion on result of operations should be read in conjunction with the restated financial statements of our Company for the period ended June 30, 2018 and the Financial years ended March 2018 2017, 2016, 2015, and 2014 .

OVERVIEW OF REVENUE & EXPENDITURE

Revenues:

Income from operations:

Our principal component of revenue from operations is from sale of Jewellery.

Other Income:

Our other income mainly includes interest on unsecured loans.

RESULTS OF OUR OPERATION

(₹. In Lakhs)

Particular	For the Period ended June 30, 2018	For the year ended March 31, 2018	2017	2016	2015	2014
Income						
Revenue from Operations	1,244.29	2,880.25	2,176.94	1,882.07	1,384.08	1,866.82
As a % of Total Revenue	99.89%	99.58%	99.73%	100.00%	100.00%	99.98%



Other Income	1.31	12.24	5.82	0.00	0.03	0.46
As a % of Total Revenue	0.11%	0.42%	0.27%	0.00	0.00	0.02%
Total Revenue	1245.60	2892.49	2182.76	1882.07	1384.11	1867.28

Expenditure:

Our total expenditure primarily consists of cost of materials consumed, employee benefit expenses, Operating, Administrative, Selling and Other Expenses, finance cost, depreciation and other expenses.

Employee benefits expense

Our employee benefits expense primarily comprise of salaries and wages expenses and staff welfare expenses

Depreciation & Amortization

Depreciation includes depreciation on tangible assets like building, furniture & fixtures, computers and office equipment.

Other Expenses

Other expenses include the following:

- General expenses like maintenance charges, marketing and sales promotion expenses, printing, stationery, insurance, audit and professional fees etc.
- Administrative and other expenses such as insurance, traveling, Legal expenses, etc.

Statement of profits and loss

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

(₹ In Lakhs)

<i>Particulars</i>	<i>Period ended 30.06.2018</i>	<i>31.03.18</i>	<i>31.03.17</i>	<i>31.03.16</i>	<i>31.03.15</i>	<i>31.03.14</i>
Income						
Revenue from Operations	1,244.29	2,880.25	2,176.94	1,882.07	1,384.08	1,866.82
As a % of total revenue	99.89	99.58	99.73	100.00	100.00	99.98
Other Income	1.31	12.24	5.82	0.00	0.03	0.46
As a % of total revenue	0.11	0.42	0.27	0.00	0.00	0.02
Total	1245.60	2892.49	2182.76	1882.07	1384.11	1867.28
Growth (%)	-	32.51	15.98	35.98	Negative	-
Expenditure						
Cost of Materials Consumed	1,030.04	2,309.29	1,819.01	1,591.95	1,188.65	1,670.07
As a % of total revenue	82.69	79.84	83.34	84.59	85.88	89.44
Decrease/(Increase) in Stock	0	0	0	0	0	0
As a % of total revenue	0	0	0	0	0	0
Employees Benefit Expenses	20.21	71.10	68.37	53.93	53.89	46.53
As a % of total revenue	1.62	2.46	3.13	2.87	3.89	2.49



<i>Operating, Administrative, Selling and Other Expenses</i>	42.76	133.51	143.86	141.54	46.65	49.10
<i>As a % of total revenue</i>	3.43	4.62	6.59	7.52	3.37	2.63
<i>Depreciation & Amortization</i>	5.37	17.28	16.11	3.79	2.24	2.98
<i>As a % of total revenue</i>	0.43	0.60	0.74	0.20	0.16	0.16
<i>Interest & Finance Charges</i>	27.88	94.76	69.03	38.49	44.84	38.90
<i>As a % of total revenue</i>	2.24	3.28	3.16	2.05	3.24	2.08
Total	1,127.14	2,626.80	2,117.30	1,830.65	1,337.19	1,808.52
<i>% of Total Revenue</i>	90.49	90.81	97.00	97.27	96.61	96.85
Net Profit before Tax	118.46	265.69	65.46	51.42	46.92	58.76
<i>% of Total Revenue</i>	9.51	9.19	3.00	2.73	3.29	3.15
<i>Less: Provision for Taxes:</i>						
<i>Current Tax</i>	34.54	75.22	20.54	16.52	14.84	18.75
<i>Deferred tax</i>	(0.71)	(1.75)	(0.29)	(0.34)	0.03	-0.21
Net Profit After Tax & Before Extraordinary Items	85.52	193.78	45.86	36.19	32.98	41.16
<i>Extra Ordinary Items</i>	0.00	0.00	0.00	0.00	0.00	0.00
Net Profit	85.52	192.78	43.29	36.19	31.77	39.73
PAT Margin	6.87%	6.66%	1.98%	1.92%	2.29%	2.13%

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2018 WITH FINANCIAL YEAR ENDED MARCH 31, 2017

INCOME

Income from Operations

Particulars	2017-18	2016-17	Variance In %
Revenue from Operations	2880.25	2176.94	32.31

The operating income of the Company for the year ending March 31, 2018 is ₹2880.25 Lakhs as compared to ₹2176.94 Lakhs for the year ending March 31, 2017, showing increase of 32.31% and such increase is due to increase in volume of operations.

Other Income

Our other income increased from ₹5.82 Lakhs to ₹12.24 Lakhs. This was primarily due to Interest earned on unsecured loans.



Cost of Materials Consumed

Particulars	2017-18	2016-17	Variance In %
Cost of Materials Consumed	2,309.29	1,819.01	26.95

There was an increase in cost of materials consumed from ₹1819.01 Lakhs to ₹2309.29 Lakhs, which was primarily due to increase in the volume of raw materials consumed on account of increase in sales.

Operating, Administrative Selling and Other Cost

Particulars	2017-18	2016-17	Variance In %
Operating Administrative Selling and Other Costs	133.51	143.86	-7.19

There is a decrease in operating and administrative cost by 7.19% in the financial year 2017-18.

Employee Benefits Cost

Particulars	2017-18	2016-17	Variance In %
Employee Benefits	71.10	68.37	3.99

There has been an increase in Employee Benefit Cost by 3.99% in the financial year 2017-18 on account of recruitment of more staff and increase in their salaries and wages.

Depreciation

Depreciation expenses for the Financial Year 2017-2018 have increased to ₹17.28 Lakhs from ₹16.11 Lakhs for the Financial Year 2016-2017. The increase in depreciation was majorly due to purchase of certain additional machinery.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased from ₹.69.03 Lakhs to ₹ 94.76 Lakhs on account of availing of more secured and unsecured loans to fund our increased volume of business.

Profit Before Tax

(₹ In lakhs)

Particulars	2017-18	2016-17	Variance In %
Profit Before Tax	266..54	66.40	301.42

Profit before tax increased by 301.42 % FROM ₹66.40LakhsLakhs in financial year 2016-17 to ₹ 266.54Lakhs in financial year 2017-18 due to increase in revenue from operations and improved margins.

Provision for taxes and Profit After Tax.

(₹ In lakhs)

Particulars	2017-18	2016-17	Variance In %
Taxation Expenses	73.47	20.54	257.69
Profit After Tax	192.78	43.29	345.32

Our profit after tax increased by 345.32% from ₹ 43.29Lakhs in financial year 2016-17 to ₹ 192.78Lakhs in financial year 2017-18 . This increase was in line with increase in income from operations and Profit Before Taxes.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016

INCOME



Income from Operations

Particulars	2016-17	2015-16	Variance In %
Revenue from Operations	2,176.94	1,882.07	15.66

The operating income of the Company for the year ending March 31, 2017 is ₹ 2176.94 Lakhs as compared to ₹ 1882.07 lakhs for the year ending March 31, 2016, showing increase of 15.66 % and such increase is due to increase in volume of operations.

Other Income

Our other income increased from ₹ Nil to ₹5.92 lakhs. This was primarily due to Interest earned on unsecured loans.

Cost of Materials Consumed

Particulars	2016-17	2015-16	Variance In %
Cost of Materials Consumed	1,819.01	1,591.95	14.26

There was an increase in cost of materials consumed from ₹ 1591.95 Lakhs to ₹1819.01 Lakhs, which was primarily due to an increase in the consumption of materials due to an increase in volume of business.

Operating and Administrative

Particulars	2016-17	2015-16	Variance In %
Operating and Administrative Costs	143.86	141.54	1.64

There is an increase of 1.64% in Operating and Administrative Costs in the year 2016-17 in comparison to FY 2015-16

Employee Cost

Particulars	2016-17	2015-16	Variance In %
Employee Costs	68.37	53.93	26.78

There is an increase of 26.78% in employee benefit expenses from ₹ 53.93 Lakhs in financial year 2015-16 to ₹ 68.37 Lakhs since financial year 2016-17 which is due to additional recruitment of employees, increase in salaries and overall increase in operating and administrative expenses.

Depreciation

Depreciation expenses for the Financial Year 2016-2017 have increased to ₹ 16.11 Lakhs from ₹ 3.79 Lakhs for the Financial Year 2015-2016. The increase in depreciation was majorly due to purchase of machinery.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased to ₹ 69.03 lakhs from ₹ 38.49 lakhs in FY 2015-16 due to an increase in the secured and unsecured loans taken by the company.

Profit Before Tax

(₹ In lakhs)

Particulars	2016-17	2015-16	Variance In %
Profit Before Tax	66.40	52.37	26.79

Profit before tax increased by 26.79% from ₹ 52.37 lakhs in financial year 2015-16 to ₹ 66.40 lakhs in financial year 2016-17 due to increase in revenue from operations.



Provision for taxes and Profit After Tax

(₹ In lakhs)

Particulars	2016-17	2015-16	Variance In %
Taxation Expenses	20.54	16.18	27.43
Profit AfterTax	43.29	36.19	19.62

Our profit after tax increased by 19.62% from ₹ 36.19 Lakhs in financial year 2015-16 to ₹ 43.29 Lakhs in financial year 2016-17. This increase was in line with increase in income from operations and Profit Before Taxes.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Income from Operations

Particulars	2015-16	2014-15	Variance In %
Revenue from Operations	1,882.07	1,384.08	35.98

The operating income of the Company for the year ending March 31, 2016 is ₹ 1882.07 Lakhs as compared to ₹ 1384.08 Lakhs for the year ending March 31, 2015, showing an increase of 35.98% and such increase is due to the increase in the volume of sales and operations.

Other Income

Our other income decreased from ₹ 0.03 lakhs to ₹ 40.00 lakhs. This was primarily due to the fact that there was no other income.

Cost of Materials Consumed

Particulars	2015-16	2014-15	Variance In %
Cost of Materials Consumed	1,591.95	1,188.65	33.92

There was an increase in cost of materials consumed from ₹ 1188.65 Lakhs to ₹ 1591.95 Lakhs, which was primarily due to an increase in the raw materials consumed on account of the increase in sales and operations.

Operating, Administrative and Employee Costs

Particulars	2015-16	2014-15	Variance In %
Operating and Administrative Costs	141.54	46.65	203.41
Employee Costs	53.93	53.89	0.07

There is a margin increase of 0.07% in employee benefit expenses from ₹ 53.89 Lakhs in financial year 2014-15 to ₹ 53.93 lakhs in financial year 2015-16 which is not significant and maintenance of the same level of employee costs. Our Administrative costs showed an increase of 203.41 % from ₹ 46.65 lakhs to ₹ 141.54 lakhs on account of our shifting to our new registered office and the allied expenses incurred thereon.

Depreciation

Depreciation expenses for the Financial Year 2015-2016 increased to ₹ 3.79 Lakhs in Financial Year 2015-16 from ₹ 2.24 lakhs in 2014-15 on account of addition to machinery.



Finance Charges

Our finance cost which consists of interest, processing fees and charges decreased by 14.16% in FY 2015-16 as compared to FY 2014-15 due to decrease in interest expenses and Bank charges.

Profit Before Tax

(₹ In lakhs)

Particulars	2015-16	2014-15	Variance In %
Profit Before Tax	52.37	47.85	9.45

Profit before tax increased by 9.45% from ₹ 47.85Lakhs in financial year 2014-15 to ₹ 52.37Lakhs in financial year 2015-16 due to decrease in revenue from operations and maintenance of overall costs.

Provision for taxes and Profit after Tax

(₹ In lakhs)

Particulars	2015-16	2014-15	Variance In %
Taxation Expenses	16.18	14.87	8.81
Profit After Tax	36.19	31.77	13.91

Our profit after tax increased by 13.91% from ₹ 31.77Lakhs to ₹ 36.19Lakhs in Financial year 2015 – 16 in line with our increase in revenues and profit before taxes.

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

INCOME

Income from Operations

Particulars	2014-15	2013-14	Variance In %
Revenue from Operations	1,384.08	1,866.82	-25.86

The operating income of the Company for the year ending March 31, 2015 is ₹ 1384.08Lakhs as compared to ₹ 1866.82 Lakhs for the year ending March 31, 2014, showing a decrease of 25.86% and such decrease is due to a decrease in the volume of operations.

Other Income

Our other income decreased from ₹ 0.46 lakhs in Financial year 2013-14 to ₹ 0.03 lakhs in Financial Year 2014-15. This was primarily due to a decrease in interest earned.

Cost of Materials Consumed

Particulars	2014-15	2013-14	Variance In %
Cost of Materials Consumed	1,188.65	1,670.07	-28.82

There was a decrease in cost of materials consumed from ₹ 1670.07 lakhs to ₹ **1188.65 Lakhs**, which was primarily due to a reduction in the volume of operations and the corresponding consumption of raw materials.

Operating, Administrative and Employee Costs

Particulars	2014-15	2013-14	Variance In %
Operating and Administrative Costs	46.65	49.10	-4.98
Employee Costs	53.89	46.53	15.82

There is a decrease of 4.98% in Operating and Administrative Expenses from ₹ 49.10 Lakhs to ₹ 46.65 Lakhs in Financial Year 2014-15 on account of overall reduction in cost of operations. Our Employee Benefit expenses



increased by 15.82% from ₹ 46.53 Lakhs to ₹ 53.89 Lakhs in Financial Year 2014-15 due to payment of higher salaries and wages.

Depreciation

Depreciation expenses for the Financial Year 2014-15 reduced to ₹ 2.24 Lakhs in Financial year 2014-15 from ₹ 2.98 Lakhs in Financial year 2013-14. There has been no addition to any fixed assets during this year.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased to ₹ 44.84 Lakhs from ₹ 38.90 in FY 2014-15 as compared to FY 2013-14 due to increase in interest expenses and Bank charges.

Profit Before Tax

(₹ In lakhs)

Particulars	2014-15	2013-14	Variance In %
Profit Before Tax	47.85	59.70	-19.85

Profit before tax decreased by 19.85% from ₹ 59.70 Lakhs in Financial year 2013-14 to ₹ 47.85 Lakhs in 2014-15 due to decrease in revenue from operations and maintenance of overall costs.

Provision for taxes and Profit After Tax.

(₹ In lakhs)

Particulars	2014-15	2013-14	Variance In %
Taxation Expenses	14.87	18.55	-19.84
Profit After Tax	31.77	39.73	-20.04

Our profit after tax decreased by 20.04% from ₹ 39.73 Lakhs to ₹ 31.77 Lakhs in Financial year 2014-15 in line with our decrease in revenues and profit before taxes.

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:

1. Unusual or infrequent events or transactions.

There have been no unusual or infrequent events or transactions that have taken place during the last three years to the best of our knowledge

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

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “Factors Affecting our Results of Operations” and the uncertainties described in the section entitled “Risk Factors” beginning on page no. 12 of this Draft Prospectus. There are no known factors which we expect to bring about significant economic changes to the best of our knowledge

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “Risk Factors” beginning on page no. 12 in this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. 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.

To the best of our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the services in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able



to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

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

Increases in revenues are by and large linked to increases in volume of business.

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

The Company is operating single business segment i.e. Construction and Real Estate . Relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 67 of this Draft Prospectus.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new projects or business segments, other than disclosed in this Draft Prospectus.

8. The extent to which business is seasonal.

Our Company's Business is not seasonal in nature.

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

We are not under threat of dependence from any single supplier or customer.

10. Competitive conditions:

The market is highly competitive and fragmented, and we face competition from various domestic Contractors. Some of our competitors have greater financial, marketing, sales and other resources than we do. Moreover, as we seek to diversify into new geographical areas, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. Competition in certain markets may have a material adverse effect on our operations in that market. We believe that we compete favorably with our principal competitors in each of these areas. We also believe that our impeccable track record provides us with a competitive advantage that enables us to compete effectively.

Significant Material Developments Subsequent To the Last balance sheet i.e. June 30, 2018

To our knowledge, except as disclosed in this Draft Prospectus, there is no subsequent development after the date of our financial statements contained in this Draft Prospectus which materially affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.



SECTION-VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors or Promoters. Our Board, in its meeting held on July 24, 2018, determined that outstanding legal proceedings involving the Company, Directors and Promoters: (a) the aggregate amount involved in such individual litigation exceeds 1% of the turnover of the Company, as per the last audited financial statements, or ₹ 25,00,000 (Rupees Twenty five Lakhs only), whichever is lower; or where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed the aforementioned threshold, if similar litigations put together collectively 1% of the turnover of the Company, as per the last audited financial statements, or ₹ 25,00,000/- (Rupees Twenty five Lakhs only), whichever is lower; (b) any such litigation wherein the monetary liability is not quantifiable which is or is expected to be material from the perspective of the Company's business, operations, prospects or reputation. ("**Material Litigation**").

B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company; or (vi) material frauds committed against our Company in the last five years.

C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on July 24, 2018 determined that outstanding dues to creditors in excess of 10% of our Company's trade payables as per last audited financial statements shall be considered as material dues ("**Material Dues**"). Details of outstanding dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [●].

Our Company, its Directors and Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

A. LITIGATION INVOLVING OUR COMPANY

1. Litigation by our Company

1.1. Civil

NIL

1.2. Criminal

NIL

1.3. Taxation

1.3.1. Direct Tax Proceedings

NIL

1.3.2. Indirect Tax Proceedings

NIL

2. Litigation against our Company

2.1. Civil

NIL

2.2. Criminal

NIL

2.3. Taxation



2.3.1. Direct Tax Proceedings
NIL

2.3.2. Indirect Tax Proceedings
NIL

B. LITIGATION INVOLVING THE DIRECTORS

1. Litigation by our Directors

1.1. Civil
NIL

1.2. Criminal
NIL

1.3. Taxation

1.3.1. Direct Tax Proceedings
NIL

1.3.2. Indirect Tax Proceedings
NIL

2. Litigation against our Directors

2.1. Civil
NIL

2.2. Criminal
NIL

2.3. Taxation

2.3.1. Direct Tax Proceedings
NIL

2.3.2. Indirect Tax Proceedings
NIL

C. LITIGATION INVOLVING OUR PROMOTERS

1. Litigation by Promoters

2.

1.1. Civil
NIL

1.2. Criminal
NIL

1.3. Taxation

1.3.1. Direct Tax Proceedings
NIL

1.3.2. Indirect Tax Proceedings
NIL

3. Litigation against Promoters

3.1. Civil
NIL



- 3.2. Criminal
NIL
- 3.3. Taxation
- 3.3.1. Direct Tax Proceedings
NIL
- 3.3.2. Indirect Tax Proceedings
NIL

D. LITIGATION INVOLVING OUR GROUP ENTITIES

1. Litigation by Group Entities

- 1.1. Civil
NIL
- 1.2. Criminal
NIL
- 1.3. Taxation
- 1.3.1. Direct Tax Proceedings
NIL
- 1.3.2. Indirect Tax Proceedings
NIL

2. Litigation against Group Entities

- 2.1. Civil
NIL
- 2.2. Criminal
NIL
- 2.3. Taxation
- 2.3.1. Direct Tax Proceedings
NIL
- 2.3.2. Indirect Tax Proceedings
NIL

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON PAYMENT OF STATUTORY DUES

Other than cases disclosed above, our Company has no outstanding defaults in relation to statutory dues consisting of service tax, value added tax, professional tax, employee state insurance, provident fund and tax deducted, dues payable to holders of any debentures (including interest) or dues in respect of deposits (including interest) or any defaults in repayment of loans from any bank or financial institution (including interest).

PAST CASES WHERE PENALTIES WERE IMPOSED

There are no past cases where penalties were imposed on our Company by concerned authorities/courts.

POTENTIAL LITIGATION INVOLVING OUR COMPANY

As on the date of this Draft Prospectus, there is no potential litigation proceeding against our Company.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of this Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS



There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous company law in the last five years immediately preceding the year of this Draft Prospectus in the case of Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of this Draft Prospectus.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoters during the last five years immediately preceding the year of the issue of the Draft Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

OUTSTANDING DUES TO CREDITORS

As per the Materiality Policy, our Board has approved the following:

Complete details about outstanding dues to other creditors (excluding banks and other financial institutions from whom Company has availed the financing facilities) if the amount due to any one of them exceeds 10% of the total outstanding trade payables of the Company as per the last audited financial statements.

As of March 31, 2018, our Company, in its ordinary course of business, has an aggregate amount of 452.17 Lakhs, which is due towards sundry and other creditors. As per the above policy, consolidated information of material dues to creditors, giving details of number of cases and aggregate amount for such dues is as under:

Particulars	Number of cases	Amount Outstanding
Material dues to creditors	[●]	[●]

The details pertaining to net outstanding due by our Company towards small scale undertakings, material dues to creditors and other dues to creditors separately as per the Restated Financial Statements for the most recent financial year 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.

MATERIAL DEVELOPMENTS

Except as disclosed in the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 140 of this Prospectus, in the opinion of our Board, there have not arisen, since March 31, 2018, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our consolidated assets or our ability to pay material liabilities within the next 12 months.



GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as of the date of this Draft Prospectus and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority except proposed activities of Company or any other entity are required to undertake the Issue or continue its business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

I. COMPANY RELATED APPROVALS

Sr. No.	Authorization Granted	Issuing Authority	Registration No:/ Reference No:/ License No:	Date of Issue/ Date of Renewal	Valid up to
1.	Certificate of Incorporation in the name of "Creative Gems & Jewellery Private Limited"	Registrar of Companies, Mumbai	U36911MH2005PTC156229	September 21, 2005	Valid until cancelled
2.	Fresh Certificate of Incorporation consequent upon change of name to "Creative Gems and Jewellery Limited" on conversion to public limited company	Registrar of Companies, Mumbai	U36911MH2005PLC156229	July 16, 2018	Valid until cancelled

II. APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on July 24, 2018 authorized the Issue subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

The shareholders of the Company have, pursuant to a resolution dated July 31, 2018 passed in the EGM under Section 62(1)(c) of the Companies Act, 2013 authorized the Issue.

2. The Company has obtained in-principle listing approval from the NSE Ltd. dated [●].
3. The Company has entered into an agreement dated August 14, 2018 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent for the dematerialization of its shares.
4. Similarly, the Company has also entered into an agreement dated August 14, 2018 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, for the dematerialization of its shares.
5. The Company's International Securities Identification Number ("ISIN") is INE01FY01016.

III. BUSINESS RELATED APPROVALS



Sr. No.	Nature of License / Approval	Issuing Authority	Registration/ License No.	Date of granting License/ Approval	Valid up to
1.	Permanent Account Number (PAN)	Income Department, GoI	AACCC6889Q	September 21, 2005	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Department, GoI	MUMC13906E	April 11, 2017	Valid until cancelled
3.	Certificate of Registration for Goods and Service Tax*	Government of India and Government of Maharashtra	27AACCC6889Q 1ZO	September 22, 2017	Valid until cancelled
4.	Registration cum Membership Certificate	The Gem & Jewellery Export Promotion Council	GJC/REGN/MFG /HO- MUM(M)/G2000 0/2017-2022	June 12, 2017	March 31, 2022
5.	Importer-Exporter Code (IEC)*	Foreign Trade Development Officer, Ministry of Commerce	0307039552	August 16, 2007	Valid until cancelled
6.	Certificate of Registration	Office of the Commissioner of Customs (General), Air Cargo Complex, Sahar Andheri (E)	BOND/133/2017 -18 GBS, ACC	November 6, 2017	Valid until cancelled
7.	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975*	Profession Tax Officer, Mumbai Branch	PT/R/1/1/33/1549 6	October 11, 2006	Valid until cancelled
8.	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975*	Profession Tax Officer, Mumbai Branch	PT/E/1/133/18/25 48	November 17, 2005	Valid until cancelled
9.	Employee Provident Fund Certificate*	Employees' Provident Fund Organisation	KDMAL1741672 000	June 22, 2018	Valid until cancelled
10.	Registration Certificate of Establishments under Maharashtra Shops and	Inspector under Maharashtra Shops and Establishment Act, 1948	762081737/ COMMERCIAL II Ward PS	June 19, 2017	June 18, 2020



Sr. No.	Nature of License / Approval	Issuing Authority	Registration/ License No.	Date of granting License/ Approval	Valid up to
	Establishment Act, 1948 [for Registered office]				



* Our Company has made applications to respective authorities for updating each of the aforesaid certificates to reflect its current name.

The Company as and when required, had obtained certificate of authenticity/ verification as required under the Legal Metrology Act, 2009.



IV. Approvals obtained in relation to Intellectual property rights

Trademark

Our Company has been granted the registration of following trademarks as on the date of this Draft Prospectus:

Sr. No.	Trademark	Nature of License / Approval	Issuing Authority	Class of Trademark	Registration/ License No.	Date of granting License/ Approval	Valid up to
1.		Certificate of Registration of Trade Mark under section 23(2), Rule 62 (1) of Trade Marks Act, 1999	Registrar of Trade Marks, Trade Marks Registry, Mumbai	14	2339439	May 29, 2012	May 29, 2022
2.		Certificate of Registration of Trade Mark under section 23(2), Rule 62 (1) of Trade Marks Act, 1999	Registrar of Trade Marks, Trade Marks Registry, Mumbai	16	2339438	May 29, 2012	May 29, 2022

V. Approvals applied for but not yet received / Renewals made in the usual course of business:

Sr. No.	Trademark	Nature of License / Approval	Issuing Authority	Class of Trademark	Application No:	Status
1.		Certificate of Registration of Trade Mark under section 23(2), Rule 62 (1) of Trade Marks Act, 1999	Registrar of Trade Marks, Trade Marks Registry, Mumbai	35	3886459	Pending for Registration
2.		Certificate of Registration of Trade Mark under section	Registrar of Trade Marks, Trade Marks Registry,	14	3886458	Pending for Registration



Sr. No.	Trademark	Nature of License / Approval	Issuing Authority	Class of Trademark	Application No:	Status
		23(2), Rule 62 (1) of Trade Marks Act, 1999	Mumbai			

VI. Material licenses / approvals for which our Company is yet to apply for / Statutory Approvals / Licenses required:
NIL



OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue in terms of this Draft Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated July 24, 2018 and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated July 31, 2018 under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the NSE for using its name in the Draft Prospectus pursuant to an approval letter dated [●]

Prohibition by SEBI or other governmental authorities

We confirm that our Company, our Promoters, natural person in control of Promoter, Promoter Group, our Directors or the person(s) in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or director.

Prohibition by RBI

Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled "Outstanding Litigations and Material Developments" beginning on page 149 of the Draft Prospectus.

Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this Issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations as amended from time to time, as we are an Issuer whose post issue face value paid up capital does not exceed ₹ 10 crore, and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "NSE Emerge (NSE)").

Company/entity should have positive cash accruals (earning before depreciation and tax) from operation atleast 2 financial years preceding the application and its net worth should be positive:

Particulars	₹ in Lakhs	
	For F.Y. 2018-17	For F.Y. 2016-17
Earning before Interest and Depreciation	378.59	151.53

- Net worth includes Equity Share Capital and Reserves (excluding revaluation reserves, Miscellaneous Expenditure not written off, if any & Debit Balance of Profit and Loss Account not written off, if any)
- Our Company has a website i.e. www.cgj.co.in.



- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.
- There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that:

In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "General Information – Underwriting" beginning on page 37 of the Draft Prospectus.

In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

In accordance with Regulation 106(O) of the SEBI (ICDR) Regulations, we have not filed this Issue document with SEBI nor has SEBI issued any observations on our Draft Prospectus. Also, we shall ensure that our Lead Manager submits a copy of the Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.

In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE. For further details of the arrangement of market making please refer to section titled "General Information – Details of the Market Making Arrangements for this Issue" beginning on page 37 of the Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

As on June 30, 2018, the Company has Net Worth* attributable to equity shareholders of ₹ 603.58 Lakhs as per the restated financial results.

Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated August 14, 2018 and National Securities Depository Limited dated August 14, 2018 for establishing connectivity.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE.

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 113 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has been formed as a private limited company and converted to a public limited company w.e.f. July 16, 2018.

DISCLAIMER CLAUSE OF SEBI



IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)/ STOCK EXCHANGE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI/ STOCK EXCHANGE. SEBI/ STOCK EXCHANGE 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 ISSUE DOCUMENT. THE LEAD MANAGER MARK CORPORATE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER, MARK CORPORATE ADVISORS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 23, 2018 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABOURATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE

ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;

ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION



SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.

WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.

WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE

WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.

WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:

AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.

WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.

WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE



NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MANAGER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)’, AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE PROSPECTUS.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MANAGER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME EXCHANGE

WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.

WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS.

WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of the Draft Prospectus does not, however, absolve our company from any liabilities under section 34, section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the lead Manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Maharashtra, Mumbai in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Mark Corporate Advisors Private Limited:

Sr. No.	Issuer Name	Issue size (In Cr.)	Issue price (₹)	Listing Date	Opening Price on listing	+/- % change in closing price, [+/- % change in	+/- % change in closing price, [+/- % change in closing	+/- % change in closing price, [+/- % change in closing
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					date	closing benchmark]- 30th calendar days from listing	benchmark]- 90th calendar days from listing	benchmark]- 180th calendar days from listing
1.)	Madhya Pradesh Media Today Limited (NSE EMERGE)	14.17.	66.00	September 29, 2017	70.00	36.89% 5.46%	100.45 % 7.58%	90.90% 7.43%
2.)	Tasty Dairy Specialities Limited (BSE SME)	24.44	45.00	February 21, 2018	50.75	(2.25%) 7.75%	(3.30%) 2.27%	N.A. N.A.
3.)	Godha Cabcon & Insulation Limited (NSE EMERGE)	9.90	33.00	May 11, 2018	30.25	0.15% 0.18%	-10.15% 6.146%	N.A. N.A.

Note: Based on date of listing.

BSE SENSEX and CNX NIFTY have been considered as the benchmark index.

Prices on BSE/NSE are considered for all of the above calculations.

In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.

In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.

N.A. – Period not completed.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

Track Record of past issues handled by Mark Corporate Advisors Private Limited

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer the website of the Lead Manager at: <http://www.markcorporateadvisors.com>

Disclaimer from our Company and the Lead Manager

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in the Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information 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 MOU/ Issue Agreement entered between the Lead Manager and our Company on August 2, 2018 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.



Caution

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, 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 our Company. The Draft Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the 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 jurisdiction of the competent court(s) only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the 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 from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the NSE Emerge

As required, a copy of this Issue Document has been submitted to (NSE). (NSE) has given vide its letter dated [●] permission to the Issuer to use the Exchange's name in this Issue Document on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized Issue Document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. 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 Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer 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 may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or 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 (the "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 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 Issued and sold outside the United States in compliance with Regulation S of the 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

The Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051.

A copy of the Draft Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the Draft Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, Corporation Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, 3rd Floor, Bandra Kurla Complex, Bandra (E), Mumbai-400 051, India for their record purpose only.

Listing

The Equity Shares of our Company are proposed to be listed on SME Platform of NSE i.e. NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE EMERGE.

NSE will be 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 SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013

Consents



Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Draft Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s Aniket Kulkarni & Associates, Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on “Statement of Tax Benefits” relating to the possible tax benefits and restated financial statements as included in the Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Draft Prospectus .

Experts Opinion

Except for the reports in the section “**Financial Information**” and “**Statement of Tax Benefits**” on page 113 and page 65 of the Draft Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions. For the sake of clarity, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Expenses of the Issue

The Estimated Issue expenses are as under:-

Sr. No.	Particulars	₹ in Lakhs	% of Total Expenses	% of Total Issue Size
1.	Issue management fees including fees selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars, Underwriter and other out of pocket expenses.	[●]	[●]	[●]
2.	Printing & Stationery, Distribution, Postage, etc	[●]	[●]	[●]
3.	Advertisement & Marketing Expenses	[●]	[●]	[●]
4.	Regulatory & other expenses	[●]	[●]	[●]
Total		[●]	[●]	[●]

Fees, Brokerage and Selling Commission payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the (i) Issue Agreement/MOU dated [●] with the Lead Manager, Mark Corporate Advisors Private Limited, (ii) the Underwriting Agreement dated [●] with the Underwriter, Mark Corporate Advisors Private Limited and (iii) the Market Making Agreement dated [●] with Market Maker, [●] a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on all Working Days from the date of the Draft Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of refund orders, preparation of refund data on magnetic tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated [●] a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to make refunds in any of the modes described in the Draft Prospectus or send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years



Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of the Draft Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except allotment of Bonus Equity Shares on March 22, 2018 in the ratio of 42:1 as stated below, we have not issued Equity Shares otherwise than for cash:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Ketan Nalinkant Shah	19,19,400
2.	Sonal Ketan Shah	3,82,200
3.	Priyank Ketan Shah	8,44,200
4.	Rajesh Shah	4,200
Total		31,50,000

For detailed description please refer to section titled "*Capital Structure*" beginning on page 43 of the Draft Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the Initial Public Offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, have made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company

None of our listed Group Companies have undertaken a capital issue in the last ten years preceding the date of this Draft Prospectus. Accordingly, the requirement to disclose performance vis - À vis objects in respect of earlier offerings does not apply to our listed Group Company

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing the Draft Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing the Draft Prospectus.

Option to Subscribe

Equity Shares being issued through the Draft Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being a public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

Mechanism for Redressal of Investor Grievances



The Agreement amongst the Registrar to the Issue i.e. Bigshare Services Private Limited, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

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 relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Anita Renuse, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Name: Ms. Anita Renuse

Name of the Company: Creative Gems and Jewellery Limited

Tel No.: +91- 022-29270666

E-mail: anita@cgj.co.in

Website: www.cgj.co.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of the Draft Prospectus and hence there are no pending investor complaints as on the date of the Draft Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Change in Auditors during the last three (3) years



Name of Auditor	Date of Appointment	Date of Cessation	Reason
Manish V Shah & Associates	30.09.2005	10.09.2015	Pre – Occupation
Amit Desai & Associates	30.09.2015	04.05.2017	Pre - Occupation
Aniket Kulkarni & Associates	30.09.2017	-	New Appointment

M/s Aniket Kulkarni & Associates, Chartered Accountants were appointed as the Statutory Auditors (“Auditor”) of the Company for a period of five years i.e. FY 2017-18 till FY 2021-2022 at the Annual General meeting held on September 30, 2017.

Capitalization of Reserves or Profits

Except allotment of Bonus Equity Shares on March 22, 2018 in the ratio of 42:1 as stated below, we have not issued Equity Shares otherwise than for cash:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Ketan Nalinkant Shah	19,19,400
2.	Sonal Ketan Shah	3,82,200
3.	Priyank Ketan Shah	8,44,200
4.	Rajesh Shah	4,200
Total		31,50,000

Revaluation of Assets

Our Company has not revalued its assets in five (5) years preceding the date of the Draft Prospectus.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “*Statement of Tax Benefits*” beginning on page 65 of the Draft Prospectus.

Purchase of Property

Other than as disclosed under section titled “Our Business” beginning on page 74 of this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Draft Prospectus, other than property, in respect of which:-

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.



SECTION-VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable. Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015; all the applicants have to compulsorily apply through the ASBA Process. Further vide the said circular, Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association of our Company” beginning on page no 223 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 and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors.

Face Value and Issue Price

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ [●]/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “Basis for Issue Price” beginning on page no. 63 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2009. 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 and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.



For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “Main Provisions of Articles of Association” beginning on page no. 223 of this Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form for all investors. The trading of the Equity Shares will happen in the minimum contract size of 2,000 Shares and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 2,000 Equity Share subject to a minimum allotment of 2,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 2,000 Equity Share subject to a minimum allotment of 2,000 Equity Shares to the successful applicants.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs shall be unblocked within 6 Working days of closure of issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S 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, and Bids 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 will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility is available vide CDSL Communiqué No.: CDSL/OPS/DP/SYSTM/6250 dated November 17, 2016 and NSDL Circular No.: NSDL/POLICY/2016/0103 dated December 22, 2016, to whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest in respect of Percentage assigned to each nominee at the time of nomination. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination interest shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company



In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

Issue Opens on	[●]
Issue Closes on	[●]

An indicative timetable in respect of the Offer is set out below:

Offer Closing Date	[●]
Finalization of Basis of Allotment with NSE	[●]
Initiation of refunds /unblocking of funds from ASBA Account	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on NSE	[●]

The above timetable, other than the Offer Closing Date, is indicative and does not constitute any obligation on our Company. 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 NSE is taken within six Working Days from the Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Offer Period by our Company.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days, after our Company becomes liable to pay the amount, our Company shall pay interest as prescribed under Section 39(3) and 40 of the Companies Act, 2013. The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue. 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.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of [●]shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of NSE.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.



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, 2017, 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, 2017, 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.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page no. 43 of the Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page no. 223 of this Draft Prospectus.

Option to receive Equity Shares in Dematerialized Form

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Migration to Main Board

Our Company may migrate to the main board of NSE from the SME Platform on a later date subject to the following: If the Paid up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc, we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board provided that no further issue of capital by the Company shall be made unless the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and the Company has obtained in- principle approval from the Main Board for listing of its entire specified securities on it; or If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this issue are proposed to be listed on the SME Platform of NSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus through the registered Market Makers of the SME Platform of NSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see "General Information" – Details of the Market Making Arrangements for this Issue beginning on page no. 37 of this Draft Prospectus.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Issue.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of NSE/ NSE EMERGE”). For further details regarding the salient features and terms of such an issue, please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page no. 169 and 173 respectively of this Draft Prospectus.

Public issue of 16,20,000 equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●] - per equity share including a share premium of ₹ . [●] /- per equity share (the “issue price”) aggregating to ₹ [●] Lakh (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
Number of Equity Shares*	15,38,000	82,000
Percentage of Issue Size available for allocation	94.93%	5.06%
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 2,000 Equity Shares and Further allotment in multiples of 2,000 Equity Shares each. For further details please refer to the section titled “Issue Procedure - Basis of Allotment” on page no. 189 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	2,000 Equity Shares	2,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of payment	Entire Application Amount shall be payable at the time of submission of Application Form.	

* 50% of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below ₹ 2,00,000 and the balance 50 % of the shares are available for applications whose value is above ₹ 2,00,000.

Withdrawal of the Issue

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published. Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

Jurisdiction



Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Mumbai.

Issue Programme

Issue Opens on	[●]
Issue Closes on	[●]

Applications and any revisions to the same (except that on the Issue closing date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date applications and any revisions to the same will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



ISSUE PROCEDURE

PART A

All Reference to General Information Documents (“GID”) in this Section shall be referred to the General Information Document to be issued by the Company at the time issue of Prospectus and opening of the Issue along with Application Form(s) in terms of Prospectus. All Applicants should review the General Information Document, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2003) dated October 23, 2013 notified by SEBI (the General Information Documents) to be included in prospectus under section Part B – “General Information Document”, which highlights the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations, before Investing in Public Issue. The General Information Documents will be included in prospectus to include updated reference of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Draft Prospectus. This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 through a Fixed Price Process. Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. **Investors should note that Equity Shares will be allotted to successful Applicants in dematerialize form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI.**

Availability of Prospectus and Application Forms.

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form 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 prescribed colour of the Application Form for various categories is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

In accordance with the SEBI Circular No: CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Submission and Acceptance of Application Forms

Applicants are required to their applications only through any of the following Application Collecting Intermediaries:

- An SCSB, with whom the bank account to be blocked, is maintained
- A syndicate member (or sub-syndicate member)
- 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)
- A depository participant (DP) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- A registrar to an issuer and share transfer agent (RTA) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may be blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

Who can apply?

- Indian nationals 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 Kartal. Applications by HUFs would be considered at par with those from individuals;



- c) 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;
- d) Mutual Funds registered with SEBI;
- e) 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;
- f) 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);
- g) 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;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) 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;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) 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;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;
- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. 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.

Participation by associates/affiliates of Lead Manager

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

Option to Subscribe to the Issue

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

Application by Indian Public including eligible NRIs applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families. In case of HUF's 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.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by mutual funds: No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights. 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. 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.

Applications by Eligible NRIs/FII's on Repatriation Basis



Application Forms have been made available for Eligible NRIs at the Company's Registered Office and at the office of Lead Manager to the Issue. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and should not use the form meant for the reserved category. Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file 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 NRI's 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. The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of its corpus in one investee Company. A category III AIF cannot invest more than 10% of its corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI 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 Regulations shall continue to be regulated by the VCF Regulations.

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 which, the Company reserves the right to reject any application, without assigning any reason thereof.

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, the Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- a) Equity shares of a Company: the least of 10% of the investee Company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee Company: the least of 10% of the respective fund in case of a life insurer or general insurer or reinsurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- c) The industry sector in which the investee Company operates: the least of 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in infrastructure and housing sectors i.e. December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure Company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings. Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

Application by Provident Funds / Pension Funds

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

Application under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI’s, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a) In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, 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.
- b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.



- c) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit. The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI circular No: CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA Process A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be. The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

How to apply?



In accordance with the SEBI circular No: CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Maximum and Minimum Application Size The applications in this Issue, being a fixed price issue, will be categorized into two;

a) For Retail Individual Applicants

The Application must be for a minimum of 2,000 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

b) For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form 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 the Draft Prospectus.

Information for the Applicants:

a) The Company will file the Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.



- b) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e) Applications made in the name of Minors and/or their nominees shall not be accepted.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one Marathi newspaper with wide circulation.

Signing of Underwriting Agreement

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on [●]

Filing of the Prospectus with the RoC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

a.) Designated Date and Allotment of Equity Shares Designated Date: On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

b.) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of 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 Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

c.) 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.

d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date: On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any. Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.



Completion of Formalities for listing & Commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

Grounds for Refund Non Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basic of Allotment may be finalised. If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus. In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary bidders. If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in the Draft Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the Stated Minimum Amount has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Draft Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

Mode of Refund In case of ASBA Application:

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

Mode of making refund for ASBA applicants In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

Interest in case of Delay in Allotment or Refund:

The Issuer may pay interest at the rate of 15% per annum to Applicants if the funds are not unblocked within the 6 Working days of the Issue Closing Date.

1. Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.



2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

3. Approval of the Basis of Allotment by the Designated Stock Exchange, as described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that Applications submitted by any person resident outside India is in compliance with applicable foreign and Indian laws
- All Applicants should submit their application through ASBA process only.

Dont's:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / offices of the Banker to the Issue.
- Do not fill up 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.

Instructions for completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form 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. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of NSE i.e. www.nseindia.com.

Applicant's Depository Account and Bank Details *Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

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, 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 Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please



note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. 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.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No.DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "Know Your Client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account..



Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB"s in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 2,000;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per their instructions in the Draft Prospectus and the Application Forms;



- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or —qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated August 14, 2018 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated August 14, 2018 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN INE01FY01016

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of applications and application moneys and interest in case of delay



The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares. The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- 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**
- d) **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

Section 447 of the Companies Act, 2013, is reproduced as below:

“Without Prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may exceed to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud: Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.”

BASIS OF ALLOTMENT

Allotment will be made in consultation with SME Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 4,000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 2,000 equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 2,000 equity shares subject to a minimum allotment of 2,000 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any



category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares..

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 - a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be. However the maximum number of shares to be allotted to the Retail Individual investors may be upto 21,04,000 Equity Shares.
 - b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - c) The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage. Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “Basis of Allotment” beginning on page no. 189 of this Draft Prospectus. “Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of NSE.

Basis of Allotment in the event of under subscription

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in page no. 40 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the SME Platform of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Undertaking by our Company

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. that all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and



5. 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.
6. That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

Utilization of Issue Proceeds

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.



PART B

General Information Document for Investing in Public Issues

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may see “*Glossary and Abbreviations*”.

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Applicants may refer to the Prospectus.



2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Issue (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/ Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of the Stock Exchange(s).

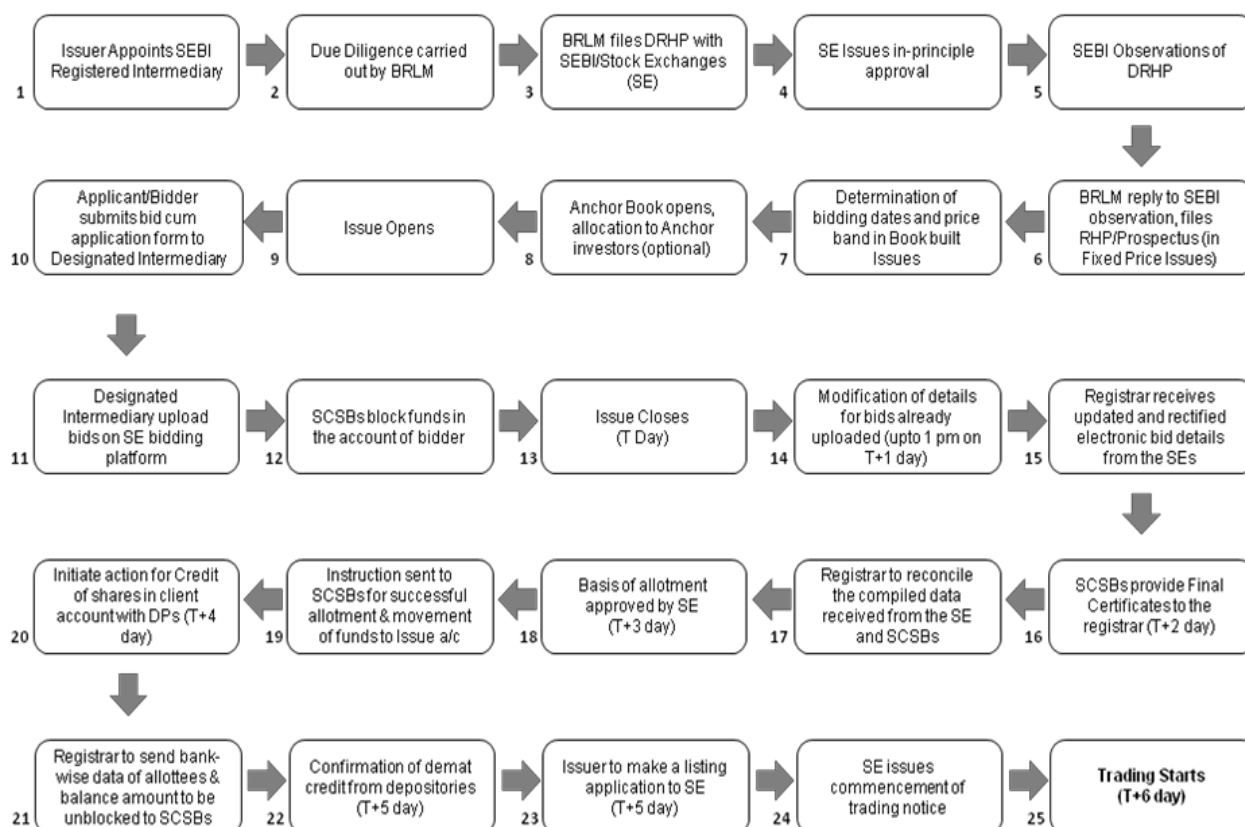
In case of a Book Built Issue, the Issuer may close the Issue Period for QIBs one Working Day prior to the Issue Closing Date if disclosures to that effect are made in the Prospectus. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the LM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Applicants may note that this is not applicable for Fast Track FPOs:

In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

- i. Step 7 : Determination of Issue Date and Price
- ii. Step 10: Applicant submits Bid cum Application Form with Designated Branch of SCSB.



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Applications by HUFs may be considered at par with Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);



- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (“NIIs”) category;
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Lead Managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Applicants is as follows:

Category	Colour
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

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/APPLICATION FORM

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Bid cum Application Form and sample are provided below.

A sample Bid cum Application Form is reproduced below:

Application Form - R



TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : Contact Details : CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS
--	---	---

LOGO TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN :

Bid cum
Application
Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr. / Ms.
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Address
		Email
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile
		2. PAN OF SOLE / FIRST BIDDER
	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hinds Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI <input type="checkbox"/> (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")		5. CATEGORY
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised) 8 7 6 5 4 3 2 1 Bid Price Retail Discount Net Price 3 2 1 3 2 1 3 2 1 "Cut-off" (Please tick) <input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
Option 1		
(OR) Option 2		
(OR) Option 3		

7. PAYMENT DETAILS	PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
Amount paid (₹ in figures)	(₹ in words)
ASBA	
Bank A/c No.	
Bank Name & Branch	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the line 1) 2) 3) Date :	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
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TEAR HERE

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No.
DPID / CLID	PAN of Sole / First Bidder
Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch	
ASBA Bank A/c No.			
Received from Mr./Ms.			
Telephone / Mobile	Email		

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R	Option 1 No. of Equity Shares Bid Price Amount Paid (₹) ASBA Bank A/c No. Bank & Branch	Option 2 Option 3 Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder Acknowledgement Slip for Bidder Bid cum Application Form No.
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TEAR HERE



Application Form – NR

COMMON BID CUM APPLICATION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		For Eligible NRI, FI, FVCI, applying on Restriction Basis		
Address : _____		Contact Details : _____		CIN No. _____		
TO, THE BOARD OF DIRECTORS XYZ LIMITED		FIXED PRICE DME ISSUE INE00000000000		Bid cum Application Form No. _____		
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER		
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		ENBROW BANKING/SCSB BRANCH STAMP & CODE		Mr. / Ms. _____		
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		Address _____		
				Email _____		
				Tel. No. (with STD code) / Mobile _____		
				2. PAN OF SOLE / FIRST BIDDER _____		
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL						
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID						
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")						
Bid Options	No. of Equity Shares Bid (In Figures) (Does not need to be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Prices in multiples of ₹ 1/- only) (In Figures)				5. CATEGORY
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)	
Option 1					<input type="checkbox"/> Retail Investor Bidder	
(OR) Option 2					<input type="checkbox"/> Non-Institutional Bidder	
(OR) Option 3					<input type="checkbox"/> QIB	
6. Investor Status						
<input type="checkbox"/> Non-Resident Indian (Repatriation Basis) NRI						
<input type="checkbox"/> Foreign Institutional Investor FI						
<input type="checkbox"/> Foreign Venture Capital Investor FVCI						
<input type="checkbox"/> FI Sub Account Corporate/Individual FI SA						
<input type="checkbox"/> Others (Please Specify) OTH						
7. PAYMENT DETAILS						
Amount paid (₹ in figures) _____ (₹ in words) _____						
ASBA Bank A/c No. _____						
Bank Name & Branch _____						
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING UP THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.						
8A. SIGNATURE OF SOLE / FIRST BIDDER		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		BROKER / SCSB / DP / RTA STAMP (Acknowledging receipt of Bid in Stock Exchange system)		
_____		I/We authorize the SCSB to do all acts as necessary to make the Application in the form		_____		
Date : _____		1) _____		_____		
		2) _____		_____		
		3) _____		_____		
TEAR HERE						
LOGO		XYZ LIMITED INITIAL PUBLIC ISSUE - NR		Acknowledgement Slip for Bidder / SCSB / DP/RTA		
DPID / CUID		_____		Bid cum Application Form No. _____		
Amount paid (₹ in figures)		_____		PAN of Sole / First Bidder _____		
ASBA Bank A/c No.		_____		Stamp & Signature of SCSB Branch		
Received from Mr./Ms.		_____		_____		
Telephone / Mobile		_____		_____		
Email		_____		_____		
TEAR HERE						
XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		Option 1 Option 2 Option 3		Stamp & Signature of Broker / SCSB / DP / RTA		
No. of Equity Shares		_____		Name of Sole / First Bidder _____		
Bid Price		_____		_____		
Amount Paid (₹)		_____		Acknowledgement Slip for Bidder		
ASBA Bank A/c No.		_____		Bid cum Application Form No. _____		
Bank & Branch		_____		_____		



4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER / APPLICANT

- a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Bids/Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

- a) PAN (of the sole/first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.



- c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of the DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Issue Opening Date in case of an IPO, and at least one Working Day before Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the LM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the Prospectus or the advertisement regarding the Price Band published by the Issuer.



4.1.4.1 MAXIMUM AND MINIMUM BID SIZE

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 2,00,000.
- b) In case the Bid Amount exceeds ₹ 2,00,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to ₹ 2,00,000 or less due to a revision of the Price Band, Bids by the Non Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 MULTIPLE BIDS

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.



- b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
 - 1) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - 2) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- c) The following Bids may not be treated as multiple Bids:
 - 1) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the issue portion in public category.
 - 2) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - 3) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - 4) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the Prospectus.
- c) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Applicant may refer to the Prospectus.

1.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non -repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.



- d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- b) Bidders who Bid at Cut-off Price shall deposit the Bid Amount based on the Cap Price.
- c) All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for Anchor Investors:

- a) Anchor Investors may submit their Bids with a Lead Manager.
- b) Payments should be made either by RTGS, NEFT or cheque/ demand draft drawn on any bank (including a cooperative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Anchor Investor Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- c) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.
- d) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

Anchor Investors are advised to provide the number of the Anchor Investor Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 Payment instructions for Bidders (other than Anchor Investors)

- a) Bidders may submit the Bid cum Application Form either
- 1) in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or
 - 2) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - 3) in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.



- f) Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- g) Bidders bidding through a Registered Broker, RTA or CDP should note that Bid cum Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Bid cum Application Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.

4.1.7.3 Discount (if applicable)



- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the Prospectus.
- c) The Bidders entitled to the applicable Discount in the Issue may block an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- d) Applicants must note that Bid cum Application Form/Application Form without signature of Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- b) All communications in connection with Applications made in the Issue should be addressed as under:
 - 1) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity shares, refund orders, the Applicants should contact the Registrar to the Issue.
 - 2) In case of Bids submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - 3) In case of queries relating to uploading of Bids by a Syndicate Member, the Applicants should contact the relevant Syndicate Member.
 - 4) In case of queries relating to uploading of Bids by a Registered Broker, the Applicants should contact the relevant Registered Broker
 - 5) In case of Bids submitted to the RTA, the Applicants should contact the relevant RTA.
 - 6) In case of Bids submitted to the DP, the Applicants should contact the relevant DP.
 - 7) Applicant may contact our Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- c) The following details (as applicable) should be quoted while making any queries –
 - 1) full name of the sole or First Applicant, Bid cum Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;



- 2) name and address of the Designated Intermediary, where the Bid was submitted; or
- 3) In case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.
- d) In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof.

For further details, Applicant may refer to the Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- b) RII may revise their bids or withdraw their Bids till the Issue Close Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Bid, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Bid. Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:



COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS
	Address : Contact Details: CIN No	

LOGO TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN :

Bid cum
Application
Form No. _____

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr. / Ms. _____
		Address _____
		Tel. No (with STD code) / Mobile _____ Email _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
		For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)												
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
Option 1												<input checked="" type="checkbox"/>
(OR) Option 2												<input type="checkbox"/>
(OR) Option 3												<input type="checkbox"/>
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")												
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
Option 1												<input checked="" type="checkbox"/>
(OR) Option 2												<input type="checkbox"/>
(OR) Option 3												<input type="checkbox"/>

6. PAYMENT DETAILS												
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____												PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
ASBA Bank A/c No. _____												
Bank Name & Branch _____												

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____	1) _____ 2) _____ 3) _____	

TEAR HERE

LOGO	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No. _____
DPID / CLID _____		PAN of Sole / First Bidder _____	
Additional Amount Paid (₹) _____ Bank & Branch _____		Stamp & Signature of SCSB Branch _____	
ASBA Bank A/c No. _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____ Email _____			

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Additional Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ASBA Bank A/c No.</td> <td colspan="3"></td> </tr> <tr> <td>Bank & Branch</td> <td colspan="3"></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Additional Amount Paid (₹)				ASBA Bank A/c No.				Bank & Branch				<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Stamp & Signature of Broker / SCSB / DP / RTA</td> <td>Name of Sole / First Bidder</td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td colspan="2" style="text-align: center;">Acknowledgement Slip for Bidder</td> </tr> <tr> <td>Bid cum Application Form No.</td> <td></td> </tr> </table>	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder			Acknowledgement Slip for Bidder		Bid cum Application Form No.	
	Option 1	Option 2	Option 3																															
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Acknowledgement Slip for Bidder																																		
Bid cum Application Form No.																																		

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:



4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAOF/SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Applicant has Bid for three options in the Bid cum Application Form and such Applicant is changing only one of the options in the Revision Form, the Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- b) In case of revision, Bid options should be provided by Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

4.2.3 FIELD 6: PAYMENT DETAILS

- a) All Applicants are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Applicant is deemed to have approved such revised Bid at the Cut-off Price.



- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

- a) The Issuer may mention Price or Price Band in the Prospectus. However, a Prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 1,00,000 to ₹ 1,50,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e) An application cannot be submitted for more than the Issue size.
- f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - 1) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Applicant and may be rejected.
 - 2) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- i) The following applications may not be treated as multiple Bids:
 - 1) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.



- 2) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
- 3) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

- a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- b) Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest.

4.3.5.1 Payment instructions for Applicants

- a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- b) Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.



- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

4.3.5.3 Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM

4.4.1 Applicants may submit completed Bid cum application form/Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	<ul style="list-style-type: none"> To the Lead Manager at the Specified Locations mentioned in the Bid cum Application Form



Mode of Application	Submission of Bid cum Application Form
All Applications (other than Anchor Investors)	<ul style="list-style-type: none"> To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location To the Designated Branches of the SCSBs where the ASBA Account is maintained

- Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original Bid.
- Upon submission of the Bid cum Application Form, the Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- During the Issue Period, Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Lead Manager, to register their Bid.
- In case of Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Applicants are requested to refer to the Prospectus.

5.2 ELECTRONIC REGISTRATION OF BIDS

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- On the Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

- Bids received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the LM at the end of the Bid/ Issue Period.



- b) V Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

5.4 WITHDRAWAL OF BIDS

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ 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 in the ASBA Account.
- b) 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 Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
 - 1) the Bids accepted by the Designated Intermediaries,
 - 2) the Bids uploaded by the Designated Intermediaries, and
 - 3) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The LM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) LM and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- a) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- b) Applications by OCBs; and
- c) In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- d) In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;
- e) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;



- f) Applications by persons in the United States excluding persons who are a U.S. QIB (as defined in this Prospectus);
- g) Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- h) PAN not mentioned in the Bid cum Application Form/Application Form, except for Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- j) Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- k) Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;
- l) Applications at Cut-off Price by NIIs and QIBs;
- m) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Applied for;
- n) Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- o) Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account;
- p) Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- q) Multiple Applications as defined in this GID and the Prospectus;
- r) Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and as per the instructions in the Prospectus and the Bid cum Application Forms;
- s) Inadequate funds in the bank account to block the Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- t) In case of Anchor Investors, Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- u) Where no confirmation is received from SCSB for blocking of funds;
- v) Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- w) Applications submitted to a LM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;
- x) Applications not uploaded on the terminals of the Stock Exchanges; and
- y) Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION



- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the LM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the Prospectus.
- d) Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (T)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer in consultation with the LM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

- e) Alternate Method of Book Building

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the Prospectus or advertise the Floor Price at least one Working Day prior to the Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.



Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Applicants may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (“**Maximum RII Allottees**”). The Allotment to the RIIs will then be made in the following manner:

- a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non Institutional Category.

7.3 ALLOTMENT TO QIBs



For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI ICDR Regulations, 2009 or Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the LM subject to compliance with the following requirements:
 - 1) not more than 60% of the QIB Category will be allocated to Anchor Investors;
 - 2) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - 3) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹10 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 5 crores per such Anchor Investor; and
 - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the LM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.



7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) Designated Date: On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP/Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer 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. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

- c) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six 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 two Working Days from the date of Allotment.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six Working Days of the Bid/ Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than 5 lakhs but which may extend to 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than 50,000 but which may extend to 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Applicants.

If such money is not refunded to the Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any Issue for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.



8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- a) **In case of Applications (other than Anchor Investors):** Within six Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.
- b) **In case of Anchor Investors:** Within six Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories, the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- a) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- b) **Direct Credit** - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- c) **RTGS** - Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers, etc. Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 working days of the Issue Closing Date.



The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Applicant	Any prospective investor who makes an application for equity Shares in terms of this Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “Issue Procedure - Basis of allotment” on page no. 175 of this Draft Prospectus
Bankers to the Issue	[•]
CAN / Allotment Advice	The 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
Client ID	Client identification number of the Applicant’s beneficiary account
Demographic Details	The details of the Applicants including the Applicants’ address, names of the Applicants’ father/husband, investor status, occupations and bank account details
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	The Draft Prospectus dated August [•] 2018 issued in accordance with Section 32 of the Companies Act filed with the NSE under SEBI(ICDR) Regulations
Designated Market Maker / Market Maker	In our case, [•] having its Registered office at [•]
Eligible NRI	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 Allotted herein
Engagement Letter	The engagement letter dated April 16, 2018 between our Company and the LM
General Information Document	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 notified by the SEBI and included in “Issue Procedure” on page 175 of this Draft Prospectus
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 16,20,000 Equity Shares of ₹10/- each at ₹ [•]/- per Equity Share including share premium of ₹ [•]/- per Equity Share aggregating to ₹ [•]



Term	Description
	Lakhs by Creative Gems And Jewellery Limited
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ [•]/-
LM / Lead Manager	Lead Manager to the Issue, in this case being Mark Corporate Advisors Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the NSE
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 15,38,000 Equity Shares of ₹ 10/- each at ₹ [•]/- per Equity Share including share premium of ₹ [•]/- per Equity Share aggregating to ₹ [•] Lakhs by Creative Gems And Jewellery Limited
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a subaccount which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 2(72) of the Companies Act; 2013 Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of Rs 2,500 Lakh; Pension Funds with minimum corpus of Rs 2,500 Lakh; National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and Insurance Funds set up and managed by the army, navy, or air force of the Union of India. Insurance Funds set up and managed by the Department of Posts, India
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/pmd/scsb.pdf
SME Platform of NSE/ NSE EMERGE	The SME Platform of NSE for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011
Underwriters	Underwriters to the issue, being Mark Corporate Advisors Private Limited
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated [•]
Working Days	i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; ii. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment (FDI) Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI (DIPP) by circular of 2015, with effect from May 12, 2015 (Circular of 2015I), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Circular of 2015 will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI. Further, in terms of the Consolidated FDI Policy, prior approval of the RBI shall not be required for transfer of shares between an Indian resident and person not resident in India if conditions specified in the Consolidated FDI Policy have been met. The transfer of shares of an Indian company by a person resident outside India to an Indian resident, where pricing guidelines specified by RBI under the foreign exchange regulations in India are not met, will not require approval of the RBI, provided that (i) the original and resultant investment is in line with Consolidated FDI policy and applicable foreign exchange regulations pertaining to inter alia sectoral caps and reporting requirements; (ii) the pricing is in compliance with applicable regulations or guidelines issued by SEBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

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, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of 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-IX: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

PRELIMINARY

Sr. No.	Particulars	Title
1.	The regulations contained in Table F in the First Schedule to the Companies Act, 2013 shall apply to the Company except so far as they are contrary to the following Articles, which shall be the regulations for the management of the Company. In the event of any conflict between these Articles and the Regulations in Table F, these Articles shall prevail.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context :	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *"The Company" shall mean CREATIVE GEMS & JEWELLERY LIMITED	Company
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(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



Sr. No.	Particulars	Title
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	Capital	
3.	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time. b) The minimum paid up Share capital of the Company shall be ₹5,00,000 or such other higher sum as may be prescribed in the Act from time to time.	Authorized Capital.
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.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit	Redeemable Preference Shares
7.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
8.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in	Provisions to apply on issue of Redeemable Preference Shares



Sr. No.	Particulars	Title
	Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.	
9.	The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	Reduction of capital
10.	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
11.	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
12.	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
13.	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
14.	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
15.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
16.	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	
17.	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	Modification of rights



Sr. No.	Particulars	Title
	<p>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>	
18.	The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as 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	Liability of Members.



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	payment thereof.	
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.	<p>(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 and/or Company Secretary or persons authorised on behalf of the Directors and/or the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</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>	Share Certificates.
29.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under	Issue of new certificates in place of those defaced, lost or destroyed.



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	<p>the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding ₹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>	
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board 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.	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by installments.</p>	Directors may make calls
36.	Fifteen days' notice in writing of any call shall be given by the Company	Notice of Calls



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	specifying the time and place of payment, and the person or persons to whom such call shall be paid.	
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 to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same	Payments in Anticipation of calls may carry interest



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	<p>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>	
	Lien	
45.	(i) 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 the expiration of 14 days and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	Forfeiture And Surrender Of Shares	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
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	Terms of notice.



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	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.	
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit	Forfeited shares to be property of the Company and may be sold etc.
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
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, reallotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.



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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 satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except on production of instrument of transfer.
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply	Notice of refusal to be given to transferor and transferee.
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company	No fee on transfer.
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other	Closure of Register of Members or debenture holder or



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	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.	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.
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 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 recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate.</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 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.	Titles of Shares of deceased Member
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	Registration of persons entitled to share otherwise than by transfer. (Transmission clause).



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	approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration	Refusal to register nominee.
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit	Company not liable for disregard of a notice prohibiting registration of transfer.
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
Nomination		
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	Nomination
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as	Transmission of Securities by nominee



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	<p>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. 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>	
	Dematerialisation Of Shares	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	Share Warrants	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
86.	<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</p>	Deposit of share warrants



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	warrant to the depositor	
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company	Privileges and disabilities of the holders of share warrant
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
	Conversion Of Shares Into Stock	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations
	Borrowing Powers	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94. re d	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the	Securing payment or repayment of Moneys borrowed.



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	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.	
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given
	Meetings Of Members	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM
100.	(a) The Directors may, whenever they think fit, convene an Extra- Ordinary General Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members.	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took	Chairman with consent may adjourn meeting.



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	place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
Votes Of Members		
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company	Postal Ballot
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak 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.	Votes of joint members.



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	b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles.	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company	Representation of a body corporate.
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105	Form of proxy.
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
124.	Any such objection raised to the qualification of any voter in due time shall be	Chairperson of the



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	referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	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 Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares
127.	<p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	Nominee Directors.
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof	Sitting Fees
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board	Travelling expenses Incurred by Director on Company's



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	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.	business.
	Proceeding Of The Board Of Directors	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	Chairperson
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Chairperson of Committee Meetings
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	Retirement And Rotation Of Directors	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of	Power to fill casual vacancy



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	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.	
	Powers Of The Board	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say.	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property, rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part 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 concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.



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	(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.
	(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	Transfer to Reserve Funds.



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	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	
(19)	To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees
(20)	At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
(21)	Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
(22)	From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
(23)	To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc
(24)	To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem	To apply & obtain concessions licenses etc.



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	calculated, directly or indirectly to prejudice the Company's interests	
(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 by reason of locality of operation, or of the public and general utility or otherwise.	
(31)	To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
(32)	To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	
(33)	From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	
(34)	To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	
(35)	To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.	
(36)	To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment	



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	<p>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>	
	Managing And Whole-Time Directors	
145.	<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/ Wholetime Directors.
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing or Wholetime Director.
147.	<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 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 Wholetime Director or Wholetime 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</p>	Powers and duties of Managing Director or Whole-time Director.



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	remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
148.	<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 authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	The Seal	
149.	<p>(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.</p> <p>(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.</p>	The seal, its custody and use.
150.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
151.	<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.
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in	Transfer to reserves



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	the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
162.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Dividends how remitted.
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company	No interest on Dividends
Capitalization		
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to	Capitalization



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	<p>the provisions contained in clause (3) either in or towards:</p> <ul style="list-style-type: none"> (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). <p>(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.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <ul style="list-style-type: none"> (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. <p>(2) The Board shall have full power –</p> <ul style="list-style-type: none"> (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares. <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>	Fractional Certificates.
167.	<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 subclause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
168.	<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 authorised by the Board or by the company in general meeting.</p>	Inspection of Accounts
	Foreign Register	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture	Foreign Register.



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	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	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed	Signing of documents & notices to be served or given.
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	Winding Up	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability	Winding up
	Indemnity	
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.



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 the Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company between 10.00 a.m. to 5.00 p.m. on all Working Days from the date of the Draft Prospectus until the Bid/Issue Closing Date.

A. Material Contracts to the Issue

1. MOU dated August 02, 2018, entered into between our Company and the Lead Manager.
2. Agreement dated August 17, 2018 entered into between our Company and the Registrar.
3. Market Making Agreement dated [●] entered into between our Company, the Lead Manager and the Market Maker.
4. Underwriting Agreement dated [●] between our Company and the Underwriter.
5. Tripartite Agreement dated August 14, 2018 entered into between our Company, NSDL and the Registrar.
6. Tripartite Agreement dated August 14, 2018 entered into between our Company, CDSL and the Registrar.
7. Escrow Agreement dated [●] entered into between our Company, the Lead Manager, Escrow Collection Bank(s), Refund bank and the Registrar to the Issue.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation dated, September 21, 2005 issued by the Registrar of Companies, Maharashtra at Mumbai.
3. Fresh certificate of incorporation consequent upon conversion to public limited company dated July 16, 2018 issued by the Registrar of Companies, Maharashtra at Mumbai.
4. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated 24.07.2018 and 31.07.2018, respectively, authorizing the Issue.
5. The reports of the Peer review Auditor, M/s. Dalal & Kala Associates dated August 13, 2018 on our Company's restated financial information.
6. Deployment Certificate dated August 20, 2018 issued by Statutory Auditor, M/s Aniket Kulkarni & Associates, included in the Draft Prospectus.
7. Statement of tax benefits dated August 20, 2018 issued by Statutory Auditor, M/s. Aniket Kulkarni & Associates, included in this Draft Prospectus.
8. Consent of the Auditors, M/s. Aniket Kulkarni & Associates, Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as an expert, as defined under Section 2(38) of the Companies Act, 2013, in relation to their audit report dated August 13, 2018 on our restated standalone and audited financial information and the statement of tax benefits respectively in the form and context in which it appears in this Draft Prospectus.
9. Consent of the Directors, the Lead Manager, Legal Counsel, Registrar to the Issue, Escrow Collection Bank(s), Refund Banker, Underwriter, Market Maker, Bankers to the Issue, Bankers to our Company,



Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

10. In-principle listing approval dated [●] received from the NSE for listing the Equity Shares on NSE Emerge and to include their name in the Prospectus.
11. Due Diligence Certificate(s) dated August 23, 2018 issued by the Mark Corporate Advisors Private Limited.

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 with the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Prospectus are true and correct.

Signed by all the Directors, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

Mr. Ketan Nilinkant Shah

Managing Director

DIN; 00933722

Sd/-

Mrs. Sonal Ketan Shah

Non-Executive Non Independent Director

DIN; 00933607

Sd/-

Mr. Priyank Ketan Shah

Whole Time Director

DIN: 07007475

Sd/-

Mr. Kantimohan Mishra

Independent Director

DIN; 07098599

Sd/-

Mr. Rajesh L Balduwa

Independent Director

DIN; 07735789

Sd/-

Ms. Anita Renuse

Company Secretary and Compliance officer

Sd/-

Mr. Shankar Chavan

Chief Financial Officer

Sd/-

Place : Mumbai

Date : August 23, 2018