DRAFT RED HERRING PROSPECTUS
Dated: September 28, 2018
Read with section 32 of the Companies Act, 2013
(The Draft Red Herring Prospectus will be updated upon filing with RoC)
100% Book Built Issue

BALAJI SOLUTIONS LIMITED

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company was converted into a Public Limited Company pursuant to special resolution passed by the members in Extra-Ordinary General Meeting held on March 03, 2008 and consequently Fresh Certificate of Incorporation dated March 28, 2008 was issued by Registrar of Companies, West Bengal. Subsequently, our Company was converted into a Private Limited Company pursuant to a special resolution passed by the members at Extra-Ordinary General Meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Further, our Company was converted into a Public Limited Company pursuant to special resolution passed by the members at Extra-Ordinary General Meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh Certificate of Incorporation dated August 07, 2018 issued by the Registrar of Companies, Kolkata. The Corporate Identification Number of our Company is U72900WB2001PLC092912. For further details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled *"Our History and Certain Other Corporate Matters"* beginning on page 149 of this Draft Red Herring Prospectus.

Registered Office: Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156, West Bengal, India
Tel: +91-33 4030 9000; **Fax:** NA; **E-mail:** info@balajisolutions.in; **Website:** www.balajisolutions.in
Contact Person: Sanjay Bajaj, Company Secretary and Compliance Officer
PROMOTER OF OUR COMPANY: MR. RAJENDRA SEKSARIA

THE ISSUE

INITIAL PUBLIC OFFER CONSISTING OF FRESH ISSUE OF UPTO 64,48,000* EQUITY SHARES OF FACE VALUE OF RS.10/- EACH OF BALAJI SOLUTIONS LIMITED (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 [●] EQUITY SHARES OF FACE VALUE OF RS.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 [●] EQUITY SHARES OF FACE VALUE OF RS.10/- EACH AT A PRICE OF [●] PER EQUITY SHARE AGGREGATING TO [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THE FACE VALUE OF THE EQUITY SHARES IS RS.10/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER [●] AND [●] EDITION OF REGIONAL NEWSPAPER [●], EACH WITH WIDE CIRCULATION, AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND WILL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE LTD. ("BSE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON IT'S WEBSITE.

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLMs and the terminals of the Syndicate Members.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "*Issue Procedure*" beginning on page 241 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus and Prospectus will be delivered for registration to the Registrar as required under Section 32 and 26 of the Companies Act, 2013.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI (ICDR) Regulations"), wherein not more than 50 % of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All investors (except Anchor Investors) shall participate in this Issue mandatorily through the Applications Supported by Blocked Amount ("ASBA") process by providing details of their respective bank accounts which will be blocked by SCSBs. For further details please refer the section titled "*Issue Information"* beginning on page 230 of this Draft Red Herring 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 Equity Shares. The face value of the Equity Shares is Rs.10/- each. The Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Issue Price (determined and justified by our Company in consultation with the BRLMs as stated in *"Basis for Issue Price"* on page 105 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 or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued 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 the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "*Risk Factors*" beginning on page 19 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring 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 Red Herring 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of our company issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. Our Company has received an In-Principle approval letter dated [●] from BSE Limited for using its name in the offer document for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue, BSE Limited (**"BSE"**) shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE ISSUE
PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **Tel. No.:** +91 – 22 – 6194 6700 **Fax No.:** +91 – 22 – 2659 8690 **Email:** ipo@pantomathgroup.com **Website**: www.pantomathgroup.com **Contact Person:** Mr. Hardik Bhuta/Mr. Unmesh Zagade **SEBI Registration No.:** INM000012110	**GRETEX CORPORATE SERVICES PRIVATE LIMITED** Registered Office: Office no.102, 1st Floor, Kanakia Atrium-2, Chakala Andheri Kurla Road, Behind Courtyard Marriot, Mumbai – 400 093 **Tel. No.:** +91 – 33 – 4006 9278 **Fax No.:** +91 – 33 – 4006 9278 **Email:** info@gretexgroup.com **Website:** www.gretexcorporate.com **Contact Person:** Ms. Kritika Rupda / Mr. Goutam Seal **SEBI Registration No**: INM000012177	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower No. B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 **Tel. No.**: +91 – 040 – 6716 2222 **Fax No.**: +91 – 040 – 2343 1551 **Email**: balajisolutions.ipo@karvy.com **Website**: www.karisma.karvy.com **Contact Person**: Murali Krishna M **SEBI Registration No**.: INR000000221

BID/ISSUE PROGRAMME	
BID/ISSUE OPENS ON: [●] ***	**BID/ISSUE CLOSES ON: [●] ******

**Number of shares may need to be adjusted for lot size upon determination of issue price*
***Subject to finalization of basis of allotment.*
****Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Shall bid on the Anchor Investor Bidding Date i.e.one working day prior to the Bid/Issue Opening Date.*
*****Our Company may, in consultation with the BRLMs, consider closing the Bidding by QIB Bidders one working day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations.*

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

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

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

Company Related Terms

Term	Description
"Balaji Solutions Limited", "BSL", "We" or "us" or "Our Company" or "the Issuer"	Balaji Solutions Limited, a public limited Company incorporated under the provisions of the Companies Act, 1956
AOA/Articles / Articles of Association	The Articles of Association of Balaji Solutions Limited, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Banker to the Company	Such banks which are disclosed as bankers to the Company in the chapter titled "*General Information*" on page 59 of this Draft Red Herring Prospectus.
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof
Company Secretary and Compliance Officer	The Company Secretary of our Company, Mr. Sanjay Bajaj
Director(s)	Director(s) of Balaji Solutions Limited as appointed from time to time, unless otherwise specified
Equity Shares/Shares	The equity shares of our Company of a face value of Rs.10/- each unless otherwise specified in the context thereof
Equity Shareholders/Shareholders	The holders of the Equity Shares of the Company
Financial Statements as Restated	Collectively, the restated consolidated financial statements of our Company and restated standalone financial statements
FTPL	Foxin Technologies Private Limited
Group Companies/Entities	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 "*Our Group Companies*" on page 172 of this Draft Red Herring Prospectus
ISIN	International Securities Identification Number. In this case being INE00EW01015
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations
Key Management Personnel / KMP	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer "*Our Management*" on page 155 this Draft Red Herring Prospectus
MoA/ Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination & Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination& Remuneration Committee in accordance with Section 178(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
NYKTSPL	NYK Techno Solutions Private Limited
Peer Reviewed Auditor	The Independent Peer Reviewed Auditor of our Company M/s Gupta Agarwal & Associates, Chartered Accountants
Promoter	Mr. Rajendra Seksaria
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1) (zb) of the SEBI (ICDR) Regulations
Registered Office	The registered office of our Company situated at Unit No 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No-902, Kolkata – 700 156, West Bengal, India

Term	Description
Restated Consolidated Financial Statements	The restated consolidated financial statements of our company and our subsidiary company for the Financial Year 2018 which comprises the restated consolidated balance sheet, restated consolidated statement of profit and loss and the restated consolidated cash flow statement, together with the annexures and notes thereto and the examination report thereon
Restated Standalone Financial Statements	The restated standalone financial statements of our company for the Financial Years ended March 31, 2014, 2015, 2016, 2017 and 2018 which comprises the restated standalone balance sheet, restated standalone statement of profit and loss and the restated standalone cash flow statement, together with the annexures and notes thereto and the examination report thereon
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Statutory Auditors	The Statutory Auditors of our Company, M/s Kedia Dhandharia & Co., Chartered Accountants
Roc/Registrar of Companies	Registrar of Companies, Kolkata, Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700 020
VIEPL	Venkatesh International Exim Private Limited
"you", "your" or "yours"	Prospective Investors in this Issue

Issue Related Terms

Term	Description
Acknowledgement Slip	The acknowledgement slips or document issued by the Designated Intermediary to a Bidder as proof of having accepted the Application Form
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants
Allottee(s)	A successful Applicant to whom the Equity Shares are being Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, who has Bid for an amount of at least Rs.1000 Lakhs, in accordance with the requirements specified in the SEBI ICDR Regulations
Anchor Investor Allocation Notice	Notice or intimation of Allocation of Equity Shares sent to Anchor Investors who have been allocated Equity Shares, and includes any device, intimation or notice sent to Anchor Investors in the event that the Issue Price is higher than the Anchor Investor Allocation Price
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated in terms of the Red Herring Prospectus and Prospectus to the Anchor Investors, which will be decided by our Company, in consultation with the BRLMs, on the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	One Working Day prior to the Bid/Issue Opening Date on which Bids by Anchor Investors shall be submitted, prior to or after which the members of the Syndicate will not accept any Bids from Anchor Investors and allocation to Anchor Investors shall be completed
Anchor Investor Escrow Account(s)	Accounts opened for the Issue to which funds shall be transferred by Anchor Investors
Anchor Investor Pay-in Date	With respect to Anchor Investors, it shall be the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLMs to Anchor Investors on a discretionary basis, out of

Term	Description
	which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Applicant	Any prospective investor who makes an application for Equity Shares of our company in terms of the Red Herring Prospectus. All the applicants should make application through ASBA only
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Red Herring Prospectus
Application Collecting Intermediaries	1. a SCSB with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member) If any 3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') if any 4. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and Share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by an Applicant to make an Application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all potential investors shall participate in the Issue only through ASBA process providing details about the bank account which will be blocked by the SCSBs
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the appropriate Application Amount in relation to an Application by an Applicant
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Raipur
ASBA Bidders	Any Bidder except Anchor Investor
Banker to the Issue/Refund Banker/Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case being ICICI Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in "*Issue Procedure*" on page 241 of this Draft Red Herring Prospectus
Bid	An indication to make an issue during the Bid/Issue Period by a Bidder (other than an Anchor Investor) or on Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Draft Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue
Bid cum Application Form	The application form in terms of which a bidder (including an ASBA Bidder) makes a Bid in terms of the Red Herring Prospectus and which will be considered as an application for allotment
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter
Bid/Issue Closing Date	Except in relation to Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the Regional newspaper [●], each with wide circulation and in case of any revision, the extended Bid/Issue

Term	Description
	Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/Issue Opening Date	Except in relation to Anchor Investors, , the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders other than Anchor Investors can submit their Bids, including any revisions thereof. Provided however that the Bidding/Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and Anchor Investor
Bid/Issue Proceeds	Proceeds from the Issue that will be available to our Company, being Rs. [●] lakhs
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Book Building Process/Book Building Method	The book building route as provided under Schedule XI of the SEBI (ICDR) Regulations, 2009 in terms of which this Issue is being made
Book Running Lead Managers/ BRLMs	Book Running Lead Managers to the Issue in this case being Pantomath Capital Advisors Private Limited and Gretex Corporate Services Private Limited, SEBI Registered Category I Merchant Bankers
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of the BSE on the following link- (www.bseindia.com)
Business Day	Any day on which commercial banks are open for the business
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange. In the case of Anchor Investors, CAN shall mean the note or advice or intimation of Allotment of Equity Shares sent to the Anchor Investors to whom Equity Shares have been Allotted
Cap Price	The higher end of the price band above which the Issue Price will not be finalised and above which no Bids (or a revision thereof) will be accepted
Client ID	Client identification number of the Applicant's beneficiary account
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Collecting Depository Participant	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Book Running Lead Managers, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Cut Off Price	Any price within the Price Band finalised by our Company in consultation with BRLMs. A bid submitted at Cut Off Price is a valid price at all levels within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut Off Price, for a Bid Amount not exceeding Rs. [●]. No other category of bidders is entitled to Bid at the Cut Off Price

Term	Description
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 / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.bseindia.com) and updated from time to time
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a Registrar to an Issue and Share Transfer Agent (RTA) (whose names are mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange/ Stock Exchange	BSE Limited
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus dated September 28, 2018, filed with BSE
EBITDA	Revenue from operations (net) less total expenses (expenses other than finance cost, and depreciation and amortisation).
EBITDA Margin	EBITDA divided by revenue from operations (net).
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 Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Shares or Ordinary Shares	The ordinary shares of our Company having a face value of Rs. 10/-, unless otherwise specified in the context thereof
First Applicant	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India
Floor Price	The lowest end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids (or revisions thereof) will be accepted
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 241 of this Draft Red Herring Prospectus

Term	Description
Issue / Public issue / Issue size / Initial Public issue / Initial Public Offer / Initial Public Offering/IPO/Present Issue	The Initial Public Issue of up to 64,48,000* Equity Shares of Rs.10/- each for cash at a price of Rs. [●] per equity share including a premium of Rs. [●] per equity share aggregating up to Rs. [●] Lakhs
Issue Agreement	The agreement dated September 10, 2018 between our Company and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be allotted in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited
Market Making Agreement	Market Making Agreement dated [●] between our Company, Book Running Lead Managers and Market Maker
Market Maker	Market Maker appointed by our Company from time to time, in this case being NNM Securities Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	[●] Equity Shares of Rs.10/- each at Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs reserved for subscription by the Market Maker
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on August 08, 2018 in accordance with the requirements of the SEBI (ICDR) Regulations
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) i.e. [●] Equity Shares available for allocation to Mutual Funds, out of the QIB Portion
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue	The Issue (excluding the Market Maker Reservation Portion) aggregating up to [●] Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] lakhs by our Company
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the issue expense
Non-Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than Rs.2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Pay-in-Period	The period commencing on the Bid/Issue Opening Date and extending until the closure of the Anchor Investor Pay-in Date
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly

Term	Description
	constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Price Band	Price Band of a minimum price (Floor Price) of Rs. [●] and the maximum price (Cap Price) of Rs. [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLMs and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least five working days prior to the Bid/Issue Opening Date
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalize the Issue Price
Prospectus	The Prospectus to be filed with RoC on or after Pricing Date in accordance with Section 32 and Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing inter alia, the Issue Price, the size of the Issue and certain other information
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date
Public Issue Agreement/ Escrow Agreement	Agreement entered on [●] amongst our Company, Book Running Lead Managers, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Application Amount on the terms and conditions thereof
QIB Portion	The portion of the Issue not being more than 50% of the Net Issue, consisting of [●] Equity Shares, available for Allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price
QIB Bid/ Issue Closing Date	In the event our Company, in consultation with the BRLMs, decides to close Bidding by QIBs one Working Day prior to the Bid/issue Closing Date, the date one Working Day prior to the Bid/issue Closing Date; otherwise it shall be the same as the Bid/issue Closing Date
Qualified Institutional Buyers / QIBs	A qualified institutional buyer as defined under Regulation 2(1) (zd) of the SEBI ICDR Regulations
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto
Refund Account	Account to which Application monies to be refunded to the Applicants in case of failure of the Issue
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Brokers	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/membership/dynaContent/find_a_broker.html
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated September 10, 2018 in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/Registrar to the Issue/RTI	Karvy Computershare Private Limited
Retail Individual Investors/ Retail Individual Bidders/ RIIs/ RIBs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than Rs.2,00,000/-
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.

Term	Description
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations, 2014
Self-Certified Syndicate Banks/SCSB's/SCSB	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SME Platform of BSE Limited	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI ICDR Regulations.
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time
Sub Syndicate Member	A SEBI Registered member of Bombay Stock Exchange appointed by the BRLM and/or syndicate member to act as a Sub Syndicate Member in the Issue
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue
Syndicate ASBA Building Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi and Raipur
Syndicate Members/Members of the Syndicate	Intermediaries registered with the SEBI eligible to act as syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●]
Transaction Registration Slip/TRS	The slip or document issued by the Syndicate or SCSB (only on demand), to the Bidder as proof of registration of the Bid
Underwriter	[●]
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter and our Company
Working Day(s)	1. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; 2. 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

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorised Dealers	Authorised Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
AY	Assessment Year
B. Com	Bachelor of Commerce
Bn	Billion
BRLMs	Book Running Lead Managers
CAGR	Compounded Annual Growth Rate

Term	Description
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a Category II Foreign Portfolio Investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CC	Cash Credit
CCI	The Competition Commission of India
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
CST	Central Sales Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPA	The Environment Protection Act, 1986
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ER Act	The Equal Remuneration Act, 1976
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment

Term	Description
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations there under
FEMA 2000	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GIR Number	General Index Registry Number
GoI/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
Hazardous Wastes Rules	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ID Act	The Industrial Disputes Act, 1947
IDRA	The Industrial (Development and Regulation) Act, 1951
IE Act	The Indian Easements Act, 1882
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IT Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or Rs. or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
Maternity Benefit Act	Maternity Benefit Act, 1961
M. A	Master of Arts
M.B.A	Master of Business Administration
MCA	The Ministry of Corporate Affairs, GoI
M. Com	Master of Commerce
MCI	Ministry of Commerce and Industry, GoI
MSME	Micro, Small and Medium Enterprise
MWA	Minimum Wages Act, 1948
Mn	Million
MoEF	Ministry of Environment and Forests
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
NI Act	The Negotiable Instruments Act, 1881
No.	Number
Noise Regulation Rules	The Noise Pollution (Regulation & Control) Rules 2000

Term	Description
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
OHE	Overhead Electrification
p.a.	per annum
Pcs	Pieces
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after Tax
PIL	Public Interest Litigation
POB Act	Payment of Bonus Act, 1965
PPP	Public Private Partnership
Public Liability Act/PLI Act	The Public Liability Insurance Act, 1991
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
QIB	Qualified Institutional Buyer
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
R&D	Research & Development
Registration Act	The Indian Registration Act, 1908
RoC or Registrar of Companies	The Registrar of Companies, West Bengal/Kolkata
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act, 1933
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI 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
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec.	Section
SGST	State GST
SHWW/SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise

Term	Description
STT	Securities Transaction Tax
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
TM Act	The Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US$ or USD or US Dollars	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VAT	Value Added Tax
Wages Act	Payment of Wages Act, 1936
Water Act	The Water (Prevention and Control of Pollution) Act, 1974
WCA	The Workmen's Compensation Act, 1923

Technical / Industry Related Terms

Term	Description
AI	Artificial Intelligence
BCG	Boston Consulting Group
BPO	Business Process Outsourcing
CAGR	Compound Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office
DARPAN	Digital Advancement of Rural Post Office for a New India
DFC	Dedicated Freight Corridor
EMU	Electric Multiple Units
ERP	Enterprise resource planning
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FEE	Foreign Exchange Earnings
GDP	Gross Domestic Product
GSMA	GSM Association
GST	Goods and Services Tax
GVA	Gross Value Added
IBC	Insolvency and Bankruptcy Code
IIP	Index of Industrial Production
IMF	International Monetary Fund
IoT	Internet of Things
IT	Information Technology
LPI	Logistics Performance Index
MSP	Minimum Support Price
NASSCOM	National Association of Software and Services Companies
NBFC	Non-Banking Financial Company
NDB	New Development Bank
NGNF	Non-Government Non-Financial
NIIF	National Investment and Infrastructure Fund
NJDG	The National Judicial Data Grid
NIFTY	National Stock Exchange Sensitive Index
OMO	Open Market Operations
PC	Personal Computer
PE	Private Equity
PMFBY	Pradhan Mantri Fasal Bima Yojana
RBI	Reserve Bank of India
RDSO	Research Designs & Standards Organisation
RKMs	Route Kilometers
SCADA	Supervisory Remote Control and Data Acquisition System
SEIS	Services Exports from India Scheme

Term	Description
AI	Artificial Intelligence
BCG	Boston Consulting Group
BPO	Business Process Outsourcing
CAGR	Compound Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office
DARPAN	Digital Advancement of Rural Post Office for a New India
DFC	Dedicated Freight Corridor
EMU	Electric Multiple Units
SENSEX	Bombay Stock Exchange Sensitive Index
SERB	Science and Engineering Research Board
SEZs	Special Economic Zones
SFOORTI	Smart Freight Operation Optimisation & Real Time Information
STPI	Software Technology Parks of India
TFA	Trade Facilitation Agreement
THSC	Tourism and Hospitality Sector Skill Council
USP	Unique Selling Proposition
WEO	World Economic Outlook
WPI	Wholesale Price Index
WTO	World Trade Organisation

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

In this Draft Red Herring Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Balaji Solutions Limited" and "BSL", unless the context otherwise indicates or implies, refers to Balaji Solutions Limited.

Certain Conventions

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

Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor set out in the chapter titled *"Financial Statements as Restated"* on page 177 of this Draft Red Herring Prospectus.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. The Restated Standalone Financial Statements for the Financial Years ended March 31, 2018, 2017, 2016, 2015 and 2014 and the Restated Consolidated Financial Statements for the Financial Years ended March 31, 2018 are included in this Draft Red Herring Prospectus.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which the financial statements included in this Draft Red Herring 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, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

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

Currency and units of presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to (a) 'Rupees' or 'Rs.' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India; (b) 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America.

All references to the word 'Lakh' or 'Lac' or 'Lacs', means 'One hundred thousand' and the word 'Million' means 'Ten lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One Thousand Million'.

Industry and Market Data

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

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

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

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

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring 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 this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Red Herring 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.

These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. 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 and national and international economies;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favorable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 19, 124 and 178 respectively of this Draft Red Herring Prospectus.

Forward looking statements reflects views as of the date of this Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Book Running Lead Managers, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Managers will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange.

SECTION II: RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled "*Our Business*" beginning on page 124, "*Our Industry*" beginning on page 111 and "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" beginning on page 178 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

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

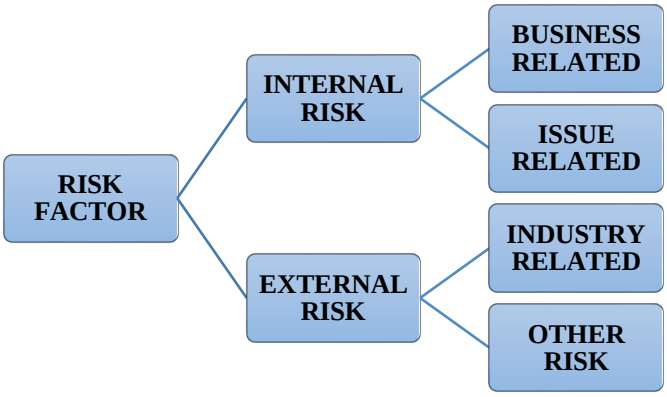
• Some events may not be material individually but may be found material collectively;

• Some events may have material impact qualitatively instead of quantitatively;

• Some events may not be material at present but may have material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "*Definitions and Abbreviations*" beginning on page 3 of this Draft Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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



INTERNAL RISKS

A. BUSINESS RELATED RISKS

1. ***There are outstanding legal proceedings against our Company, Promoters, Directors and Group Companies. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.***

Our Company and our Promoters/ Directors are currently involved in certain litigation. Any adverse decisions in such proceeding may impact financial condition of the Company. One proceeding against the Company is also pending in relation to environment clearance. Also, there is no assurance that in future our Company will not face similar legal proceeding.

Also, there is no assurance that in future, we, our promoter, our directors or group companies may not face legal proceedings; any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoter, Directors, Group Company and Subsidiaries see the chapter titled "*Outstanding Litigations and Material Developments*" on page [ ] of this Draft Red Herring Prospectus.

A summary of the pending civil and other proceedings involving the Company is provided below:

A classification of legal proceedings is mentioned below:

Category	**Type of cases**	**Number of Outstanding Matters**	**Aggregate Amount involved (Rs in Lakhs)**
A. Cases filed against our Company			
Taxation	Income Tax Proceedings	Four	Not ascertainable
	Tax Deduction at Source	One	0.13
	Customs Proceedings	One	7.05
	Tax Deduction at Source	Nil	Nil
	GST, VAT, Sales Tax and Service Tax	Eighteen	961.02
Other pending litigations	Civil proceedings	Nil	Nil
B. Cases filed against our Promoters			
Criminal	Criminal cases	Nil	Nil
Taxation	Income Tax Proceedings	One	Not ascertainable
Other pending litigations	Civil proceedings	Nil	Nil
C. Cases filed against our Directors			
Taxation	Income Tax Proceedings	One	Not ascertainable
D. Cases filed against our Group Companies			
Taxation	Income Tax Proceedings	Nil	Nil
	Tax Deduction at Source	Nil	Nil

Amount mentioned to the extent quantifiable. The amounts may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on the date of this Draft Red Herring Prospectus.

2. ***Termination or non-renewal of Distribution Agreements or any material modification to the existing terms under such agreements adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.***

   Our Company is engaged in the business of distribution of IT products and telecom products. Our Company has partnered with certain brands for distribution of products in India specializing in IT and telecom products. Pursuant to our distribution arrangements, we have been granted the right to market and sell their products via distribution model for various licensed territories as mentioned in separate agreements entered. The Distribution Agreements with various partners may be renewed, at the discretion of partners, for successive terms as mentioned in respective agreements.

   Under the Agreements entered, the partners are entitled to unilaterally terminate such agreements by providing written notice. Additionally, under certain of the Agreements, certain of the partners also have the right to unilaterally terminate such agreements with immediate effect.

   In the event that our partners exercise their right to terminate these agreements whether on the occurrence of any such aforesaid events or otherwise, or, on expiry of the term of such agreements, or in the event the partners are unwilling to renew such agreements or imposes terms less favorable to us than existing terms, it may materially and adversely affect our ability to carry on our business operations and our future financial performance.

   In addition, our agreements may be on a non-exclusive basis and the partners are entitled to undertake the production, distribution or sale of the products and brand either themselves or appoint other third-party franchisees for these territories and sub-territories licensed to us. Although our partners has in the past renewed such agreements in our favour, and also granted distribution for additional territories and sub-territories to us, there can be no assurance that in the future the partners will not terminate or discontinue our arrangements for cause, including any failure by us to meet performance standards or any breach by us of applicable terms and conditions under such agreements, or without cause, and undertake distribution activities directly or through other franchisees in our licensed territories and sub-territories.

3. ***We rely significantly on third parties for manufacturing products of our Company.***

   We rely significantly on certain third parties for manufacturing products for our Company which we sell under our brand name "Foxin". Any decline in the quality of products manufactured or delay in delivery of products by such parties, or rise in job work charges may adversely affect our operations. Further there can be no assurance that such parties shall continuously provide their services or would not cater to demand of competitors. Any withdrawal of services from such manufacturers or supply of services to competitors at better rates may adversely affect our result of operations and future prospects. We are also required to ensure that the manufacturer holds the requisite approvals for manufacturing the products. In case the manufacturer faults in obtaining or maintaining any requisite approvals, our production schedules may be adversely affected. Further we are also exposed indirectly to the risks these manufacturers face.

4. ***Our failure to identify and understand evolving industry trends and preferences and to develop new products to meet our customers' demands may materially adversely affect our business.***

   Apart from redistribution we also develop IT products under our own brand "Foxin", changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge, which will allow us to develop our product portfolio in this manner. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies and our business and results of operations may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly. To compete effectively in the information technology industry, we must be able to develop and produce new products to meet our customers' demand in a timely manner. Our failure to successfully develop and produce new products, or a failure by our customers to successfully launch new programs, could materially adversely affect our results of operations.

5. ***We are mainly dependent on imports for supply of our products. Consequently, we are exposed to foreign currency fluctuations risks which may have an adverse effect on our business, result of operations and financial condition.***

We have entered into distribution agreements with partners which are situated overseas and thus mainly import our product either directly or through high seas purchase. Over dependence on imports may adversely affect our profitability in case the trade relations of India with any of these countries get strained in the future or the suppliers face any sort of problems due to internal issues of their countries. Also, the exchange rate between the Indian Rupee and currencies of the countries from where the products are imported may fluctuate and adversely affect our results of operations. Depreciation of the Indian rupee against the U.S. Dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of our product coal or any future capital expenditure in foreign currencies. Volatility in the exchange rate may negatively impact our cost of operations and operating results.

6. ***Heavy Dependence of our business on our suppliers.***

As an authorized distributor of IT and Telecom Products, our business is heavily dependent on the efficiency and the business capabilities of the respective suppliers of these products, with whom we have entered into distribution agreement for supplying the products. Our sales and profitability would be adversely affected in case of any mis-management or errors from our suppliers' end.

7. ***High Volume and Low Margin Business***

The Business in which we are engaged is a high volume and low margin business. Our inability to regularly grow our turnover and effectively execute our business plans and process could lead to lower profitability and may adversely affect our business results and financial conditions. Due to the nature of the product which we sale, we may not be able to charge higher margin on that, hence our business is heavily reliant on our ability to increase the turnover and manage our key processes including the procurement of traded goods, timely sales, order execution etc.

The table below gives details of our Operating Margins and Net Profit margin based on restated standalone financial statements:

Particulars	2017-18	2016-17	2015-16
Total Income (Rs in lakhs)	66,977.96	65,482.94	45,092.81
EBITDA Margins (%)	3.41	3.17	1.94
PBT Margins (%)	2.51	2.31	1.34
PAT Margins (%)	1.64	1.48	0.89

As part of our growth strategy, we aim to improve our functional efficiency and enhance our business operations. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands.
For further details regarding the discussions and explanations for our past results, please refer to the chapter titled "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" beginning on page 178 of this Draft Red Herring Prospectus.

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

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables. Summary of our working capital position is given below: -

Amount (Rs. In lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
A. Current Assets					
Inventories	6,804.51	6,424.98	5,057.01	2,880.63	2,055.01
Trade Receivables	7,624.06	6,449.61	3,439.26	2,508.03	2,332.60
Cash and Cash Equivalents	13.71	18.75	200.04	32.77	51.00
Short Term Loans & Advances	2,049.31	304.26	147.69	30.99	12.15
Other Current Assets	665.36	430.30	211.38	243.59	132.86
Total Current Assets (A)	**17,156.95**	**13,627.90**	**9,055.38**	**5,696.01**	**4,583.62**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
B. Current Liabilities					
Trade Payables	5,579.57	5,248.32	3,793.73	878.08	1,147.09
Other Current Liabilities	613.22	415.22	339.79	199.82	158.00
Short Term Provisions	36.97	54.80	14.45	0.88	6.15
Total Current Liabilities (B)	**6,229.76**	**5,718.34**	**4,147.97**	**1,078.78**	**1,311.24**
Working Capital (A-B)	10,927.19	7,909.56	4,907.41	4,617.23	3,272.38
Trade receivables as % of total current assets	**44.44%**	**47.33%**	**37.98%**	**44.03%**	**50.89%**
Inventory as % of total current assets	**39.66%**	**47.15%**	**55.85%**	**50.57%**	**44.83%**

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

9. ***There are no alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our business is working capital intensive. A significant portion of the working capital is utilized towards the trade receivables. As on date, we have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. We meet our working capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not yet identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer chapter titled "*Objects of the Issue*" on page 92 of this Draft Red Herring Prospectus.

10. ***Our Company has not placed complete orders for plant and machinery for our proposed object, as specified in the Object of the Issue. Any delay in placing orders, procurements of plant and machinery may delay our implementation schedule and may also lead to increase in price of these plant & machinery, further affecting our revenue and profitability.***

Although we have identified the type of plant and machinery required to be bought for setting up a new manufacturing unit at owned property at Anmol South City Infra Park, Plot No.-B4 & B5, Mouza-Jagadishpur, P.S-Liluah, District-Howrah-711 205, West Bengal for Foxin brand products as on the date of DRHP, we are yet to place orders for the plant and machineries as detailed in the "*Objects of the Issue"* beginning on page 92 of this Draft Red Herring Prospectus. These are based on our estimates and on third party quotations, which are subject to a number of variables, including possible increase in cost, changes in management's view, change in suppliers etc., which may have an adverse effect on our business and results of operations. Further we cannot assure that we would be able to procure these plant and machineries or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun in the implementation of the project, which would have a material adverse effect on our business, results of operations and financial conditions. For further details, please refer to the chapter titled "*Objects of the Issue"* beginning on page 92 of this Draft Red Herring Prospectus.

11. ***Delay in schedule of the setting up of proposed Manufacturing facility may subject our Company to risks related to time and cost overrun which may have a material adverse effect on our business, results of operations and financial conditions.***

Our Company is currently proposing to set up a new integrated manufacturing facility at Anmol South City Infra Park, Howrah, West Bengal. For further details regarding to our proposed setting up a new manufacturing unit please refer the chapter titled "*Objects of the Issue*" page 92 of this Draft Red Herring Prospectus. We may face risks relating to the setting up of our new facility, complete the projects within our estimated budget, failure of our contractors and suppliers to adhere to our specifications and timelines, and changes in the general economic

and financial conditions in India. We have limited control over the timing and quality of services, equipment or other supplies from third party contractors and/or consultants appointed by us, and we may be required to incur additional unanticipated costs to remedy any defect or default in their services or products to ensure that the planned timelines are adhered to. Further as and when we complete our upgradation work, our material requirements and costs as well as our staffing requirements and employee expenses may increase and we may face other challenges in extending our financial and other controls to our unit managing our consequent growth.

In the event that the risks and uncertainties discussed above or any other unanticipated risks, uncertainties, contingencies or other events or circumstances limit or delay our efforts to use the Net Proceeds to achieve the planned growth in our business, the use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of your investment in our Equity Shares.

12. We have not yet started recruiting manpower for our proposed manufacturing facility.

Our Company is currently proposing to set up a new integrated manufacturing facility at Anmol South City Infra Park, Howrah, West Bengal. For further details regarding to our proposed setting up a new manufacturing unit please refer the chapter titled "*Objects of the Issue*" page 92 of this Draft Red Herring Prospectus. We have not yet started recruiting manpower for this manufacturing facility and if we fail to recruit the manpower on time, itcould have a negative impact on our business, results of operations in future and can delay the start of the manufacturing activities as well.

13. We are subject to the risk that our inventory value may decline and protective terms under our supplier's agreement/ distribution agreements may not be adequately cover the decline in value, which may adversely affect our result of operations, business and financial condition.

The IT products industry is subject to rapid technological change, new and enhanced product specification requirements, and evolving industry standards. These changes may cause inventory on hand to decline substantially in value or to rapidly become obsolete. Most of our vendors offer limited protection from the loss in value of inventory. The decrease or elimination of price protection could result in inventory write-downs which would affect our business, results of operation and financial condition.

14. We have experienced growth in the past few years and if we are unable to sustain or manage our growth, our business, results of operations and financial condition may be materially adversely affected.

We have experienced growth in the past five years. For FY 2018, we had Rs. 66,977.96 lakhs of total revenue, as compared to Rs. 30,385.33 Lakhs for the FY 2014. Our operations have also grown considerably over the last five years. We may not be able to sustain our rates of growth, due to a variety of reasons including a decline in the demand for our products, increased price competition, non-availability of raw materials, lack of management availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations and financial condition. We cannot assure you that our future performance or growth strategy will be successful. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations and financial condition.

15. We do not have documentary evidence for the educational qualification and experience of our Promoter and some of our Directors.

According to the SEBI (ICDR) Regulations, 2009, brief profiles of the Promoters, Directors and Key Managerial Personnel are required to be included in the chapter titled, "*Our Management-Brief Biographies of Directors*", *Our Management-Key Managerial Personnel"* and "*Our Promoter and Promoter Group" in the DRHP*. In case of our Promoter, Mr. Rajendra Seksaria and 3 of our Directors viz, Mr. Dinesh Bajaj, Ms. Divya Awasthi and Mr. Pradip Sen, supporting documents required for details to be stated under the brief profile such as educational qualification certificates, experience certificates are not available and hence the details which have been provided in this Draft Red Herring Prospectus are based on the data provided by the management and to the best of information available.

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

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

17. ***Technical defects in the company's products may adversely affect company's market position and revenue from operations.***

We are engaged in providing IT and telecom products. Buyers expect durability of the products which are hassle-free requiring less maintenance. All the products of the Company are technically designed and contain hardware as well as software components. The Company gets its products developed from third party manufacturers outside India which is mainly from China. There is no guarantee against malfunctions in products due to defects in the hardware or software, regardless of whether the products have been tested in accordance with company's policy. Serious defects in the Company's products could undermine the Company's market position and can lead to a loss of sales and demands for compensation from customers, which may have negative effects on the Company's operations, financial position and operating profit.

18. ***We do not own our registered office and corporate office premises, branches, service centers and warehouses and we have taken the same on lease or license basis. Any termination of agreements may require us to vacate such premises and adversely affect our business operations***.

Our registered office and corporate office are situated at Eco Space Business Park, Unit-4B, 9th Floor, Room No.-902, New Town, Rajarhat, Kolkata-700 156, West Bengal, is taken on lease from one of our group company M/s Venkatesh International Exim Pvt Ltd, for a period of 3 Years commencing from July 01, 2017 to June 30, 2020 vide a lease agreement dated July 01, 2017. Also, as on date of this Draft Red Herring Prospectus, our Company has 36 branches and 3 warehouses which the Company own and has taken the same on lease or license basis. If any such lease agreement under which we occupy the premises is not renewed on terms and conditions that are favorable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the lease, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal or early termination of lease, we may be required to shift our office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on lease by our Company.

19. ***Restrictive covenants in distribution agreement entered with the principal company.***

We have entered into distribution agreements entered into with the principal suppliers of IT products and telecom products sold by us. Certain covenants in these agreements require us to obtain approval/permission from our suppliers in certain conditions. In the event of default or the breach of certain covenants, our suppliers have the option to take requisite action. There can be no assurance that we will be able to comply with these covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

20. ***We are dependent on certain brands for promotion of our products. An inability by the brand owners to protect its brand and trademarks may adversely affect the popularity and the goodwill of the business and the product that could cause a negative impact on the financial conditions and business operations of the Company.***

Our Company is engaged in the business of distribution of IT products and telecom products and have entered into distribution agreements with certain brands for distribution of products. We are dependent on these brands for promotion of our products. The owner of the brands is primarily responsible for consumer marketing and brand promotion. Currently while we make no contribution to the brand marketing costs, we could be asked in future by these brand owners to share such expenses. We are under no obligation to make such contribution or maintain funding levels in future, and our ability to expand our product range would depend on product expansion strategy carried out by the brand owners. A decrease in marketing efforts and expenditure by brand owners, in contribution to its marketing plan or in its commitment to the development and introduction of new products may adversely affect our business prospects, results of operations and financial condition.

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

As on March 31, 2018, Our Company has following contingent liabilities and commitments as per restated financial statements of the company:

Particulars	As on March 31, 2018
Customs	12.05
Sales Tax	355.89
Income Tax	59.33
Bank Guarantee	1,429.10

Particulars	As on March 31, 2018
Letter of Credit	70.11
Capital Commitment	33.20
Total	**1,959.68**

In the event any such contingencies or commitments mentioned above were to materialize or if our contingent liabilities and commitments were to increase in the future, our financial condition could be adversely affected. For further details please refer the chapter titled" Financial Statements as Restated" on page 177 of the Draft Red Herring Prospectus.

22. ***Any disruption in our IT systems and communication link could harm our business.***

Our business is highly dependent on voice and data communication links between our offices and warehouses. Any significant interruption in the IT systems or break down of our communication links will affect our ability to meet our contractual commitments, damage our reputation and weaken our competitive position. Since we do not maintain business interruption insurance the occurrence of any of the forgoing events could adversely affect our business, results of operation and financial condition.

23. ***Slowdown in economic growth in India could have an adverse effect on our business, results of operations and financial condition.***

We operate in the field of IT and Telecom Industries. A slowdown in economic growth could affect business and lead to a decrease in demand for our services and products for prolonged periods.

We cannot assure you that such macroeconomic and other factors, which are beyond our control, would not significantly affect demand for our services. Consequently, the occurrence of such events could have an adverse effect on our business, results of operations and financial condition.

24. ***One of our Group companies have incurred losses in previous fiscals.***

Sustained financial losses by our Group Companies may not be perceived positively by external parties such as customers, bankers, suppliers etc, which may affect our credibility and business operations. The following of Group company has incurred losses in the previous financial years:

Amount (Rs. In lakhs)

Name of the Group Company	2017-2018	2016-2017	2015-2016
NYK Techno Solutions Private Limited	(0.07)	(0.06)	(0.12)

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

Our Company has entered into various transactions with our Promoter, Promoter Group, Directors and their Relatives and Group Company. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter "*Related Party Transactions*" beginning on page 175 of the Draft Red Herring Prospectus.

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

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of, among others, standard fire and special perils, inland, earthquake, STFI, terrorism, etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

27. ***We require a number of approvals, licenses, registration and permits for our business and failure to obtain or renew them in a timely manner may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application in case of renewal as and when required in the ordinary course. We were a private limited company in the name of "Balaji Solutions Private Limited" after complying with the relevant provisions and procedures of Companies Act 2013, the company was converted into public limited company to "Balaji Solutions Limited". There are some of the approvals which are in the previous name of the company, we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our Company same may adversely affect our business or we may not be able to carry our business.

Further, we have pan India presence and have obtained various approvals, licenses, registrations or permits for the addresses from where we operate. Such premises are subject to change from time to time due to operational efficiency and other reasons. Due to such change in addresses we may be required to renew the approvals/registration certificates already obtained by us. Also, we have also applied but not yet obtained Professional Tax Registration Certificate (PTRC) for the state Andhra Pradesh. However, our Company is yet to apply for renewal of Professional Tax Enrolment certificate and Professional Tax registration certificate for offices located in West Bengal and approvals required for the proposed activities as contained in the chapter titled "Objects of the Issue" beginning on page 92 of this Draft Red Herring Prospectus. For further details, please refer chapter titled *"Government and other Statutory Approvals"* beginning on page 208 of this Draft Red Herring Prospectus.

Any failure to apply for and obtain the required approvals, licences, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licences, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations. please see chapters titled "*Key Industry Regulations and Policies*" and "*Government and Other Statutory Approvals*" at pages 138 and 208 respectively of this Draft Red Herring Prospectus.

28. We are dependent on third party transportation providers for delivery of raw materials/products to us from our suppliers and delivery of our products to our clients. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.

We are engaged in the business of distribution of IT hardware products and telecom products. Our success depends on the smooth supply and transportation of the raw materials for our own brand named "FOXIN" and the products required for distribution process from the manufacturers to our unit which are subject to various uncertainties and risks. In addition, raw materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials which may also affect our business and our results of operation negatively. A failure to maintain a continuous supply of raw materials and ensure timely delivery of products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

29. Our Group Entities are engaged in the same line of business similar as our Company. We cannot assure that our Promoter will not favour the interests of that company over our interest or that the said entities will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company

Our Group Entities namely, Venkatesh International Exim Private Limited and NYK Techno Solutions Private Limited are engaged in the similar line of business, as of our Company. Further, we have not entered into any non-compete agreement with the said entity. We cannot assure that our Promoter who has common interest in said entity will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Company in circumstances where our respective interests' conflict. In cases of conflict, our Promoter may favour other companies/entities in which our Promoter has interest. There can be no assurance that our Promoter or our Group Company or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. For details regarding Group Company, please see "*Our Group Companies*", on page 172 of this Draft Red Herring Prospectus.

30. If we are unable to raise additional capital, our business prospects could be adversely affected.

We operate in a capital-intensive industry, which requires substantial levels of funding. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We expect our long-term capital requirements to increase significantly to fund our intended growth.

We cannot assure you that we will have sufficient capital resources for any future expansion plans that we may have. While we expect our cash on hand, cash flow from operations to be adequate to fund our existing commitments, our ability to pay these amounts is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Moreover, we cannot assure you that market conditions and other factors would permit us to obtain future financing on terms acceptable to us, or at all.

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

Our business model is primarily a B2B model, wherein we make sales to customers who in turn sell it to the dealers or the ultimate consumer. Our customers usually are awarded such contracts through tenders. We therefore do not have long-term supply agreements with our customers and instead rely on purchase orders to govern the volume and other terms of our sales of products. However, such orders may be amended or cancelled prior to finalization, and should such an amendment or cancellation take place, it may adversely impact our production schedules. Consequently, there is no commitment on the part of the customer to continue to place new work orders with us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences. Also, since our customers themselves do not have firm commitment agreements with their customers as their business is tender driven, we cannot expect firm orders regularly from our loyal customers. Further, we may not find any customers or purchasers for the surplus or excess capacity, in which case we would be forced to incur a loss.

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

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

33. Guarantees from Promoter, Directors as well as others have been taken in relation to the debt facilities provided to us.

In an event any of the guarantors withdraws or terminates this guarantee, the lender for such facilities may ask for alternate guarantee/s, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantee/s satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information please see the chapter titled "*Statement of Financial Indebtedness*" beginning on page 194 of this Draft Red Herring Prospectus.

34. We may be unable to attract and retain employees with the requisite skills, expertise and experience, which would adversely affect our operations, business growth and financial results.

Our performance and success substantially depends on the ability to attract and retain our key employees including our management team and experienced personnel. There can be no assurance that any member of our management or other key employees will not leave us in the future.

Our success is also highly dependent on our continuous ability to identify, hire, retain and motivate highly qualified management, technical, sales and marketing personnel. We intend to attract and hire talents. However, the loss of service of one or more of our key employees, especially our technical team or our inability to attract and retain the employees with the requisite skills and expertise could harm our operational business and consequently financially.

35. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellation or changes in scope and schedule of delivery of such products, resulting from our customers discretion or problem we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the order placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income.

36. We are dependent upon few suppliers for our products. In an eventuality where our suppliers are unable to deliver us the required products in a time-bound manner it may have a material adverse effect on our business operations and profitability.

For the year ended March 31, 2018 our top 10 suppliers contributed around 78.71 % and top 5 suppliers contributed around 63.29 % of our purchases.

Any problems faced by our suppliers in their manufacturing facilities resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "*Dividend Policy*" on page 176 of this Draft Red Herring Prospectus.

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

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

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

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

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

Our Directors are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors may also be interested to the extent

of their shareholding and dividend entitlement in our Company. For further information, see *"Capital Structure*" and "*Our Management*" on pages 69 and 155 respectively, of this Draft Red Herring Prospectus.

41. We may not be successful in implementing our business strategies.

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

42. 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 provide better products. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

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

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

44. Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, and formulation of a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that are not waived by our lenders or are not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. Though these covenants are restrictive to some extent to the Company however it ensures financial discipline, which would help the Company in the long run to improve its financial performance. We did not get most of the NOC from our lenders.

For further information, see the chapter titled "*Statement of Financial Indebtedness"* on page 194 of the Draft Red Herring Prospectus.

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

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

(Rs. in lakhs)

Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**
Net Cash from Operating Activities	(1,459.35)	(1,760.13)	499.36	(825.06)	29.70
Net Cash from Investing Activities	(591.03)	(200.48)	(137.74)	(151.30)	(256.32)
Net Cash from Financing Activities	2,045.33	1,779.32	(194.35)	958.13	212.91
Net Increase/ (Decrease) in Cash & Cash Equivalents	**(5.04)**	**(181.29)**	**167.27**	**(18.23)**	**(13.71)**

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external

resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

46. Our Company does not have any formal long-term arrangements with the suppliers and customers. Any significant variation in the supply and demand may adversely affect the operations and profitability of Our Company.

We do not have any formal long-term arrangements with our suppliers which oblige them to maintain their business with us. Our ability to maintain close and satisfactory relationship with our suppliers may impact our supplies and affect our business operations. We also have not entered into any long-term agreements with our customers. In the event of any changes in the preference or demand schedule of the customer, our customer may terminate the orders which may affect our company's business, results of operations and revenues. Also, there is no assurance that the suppliers will continue to supply products to us and these customers will continue to purchase products from us. This could impact the financial performance of Our Company and affect our financial condition.

47. Insufficient cash flows to meet required payments on our debts and working capital requirements could adversely affect our Company's operations and financial results

The business of our Company requires a significant amount of working capital to finance the payments for Man-power, day to day Expenses and term loans for establishment of office facilities and acquisition of equipment/vehicles. The working capital requirements of our Company are also affected by the credit lines that our Company extends to its customers, in line with industry practice. Moreover, our Company may need to raise further term loans and working capital loans in the future to meet its capital expenditure and to satisfy its working capital requirements. There can be no assurance that our Company will continue to be successful in arranging adequate working capital and term loans for its existing or expanded operations on acceptable terms or at all, which could adversely affect our Company's operations and financial results.

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

Our company is required to maintain optimal level of inventory at all the time. An optimal level of inventory is important to our business as it allows us to respond to customers demand effectively. If we over-stock inventory, our required working capital will increase and if we under-stock inventory, our ability to meet customer's demand and our operating results may be adversely affected. Any mismatch between our planning and the actual off take by customers can impact us adversely.

49. Some of our Corporate records including forms filed with Registrar of Companies are not traceable.

Our Company was incorporated as a private limited company in the year 2001 under the provisions of the Companies Act, 1956. Online filing of RoC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence certain forms could not be retrieved from the office of Registrar of Companies, Kolkata, West Bengal. Further the Company could not retrieve forms including but not limited to Return of Allotment, Registration of charges and modification of charges, Increase in Authorized Capital. Our Company cannot assure you that the filings were made in a timely manner or the information gathered through other available documents of the Company are correct Our Company may not be in a position to attend and / or respond appropriately to any legal or business matter due to lack of lost / destroyed records and to that extent the same could affect our Company adversely in future.

50. There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorizes in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/2013 including but not limited to the following:

- Company had altered its Objects clause of Memorandum of Association by way of alteration of main objects, alteration of objects incidental and ancillary to main objects and deletion of Other objects in order to comply with the provisions of the Companies Act, 2013 in the same General meeting. However, the Company failed to mention the fact of alteration of objects incidental and ancillary to main objects in the resolution as well as in the form filed with RoC.
- Details of some share transfers in few of the annual returns filed by the Company have been entered incorrectly.

- Erroneous filing of DIR-12 wherein Vineeta Agrawal has been marked as Director instead of Additional Director.

Except as mentioned in this Draft Red Herring Prospectus, till date, there has been no penalty levied on the Company for such delays/ defaults. However, it cannot be assured that even in future no such penalty will be levied. Any penalty or action taken by any regulatory authorizes in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

51. Certain agreements/deeds may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.

Our certain agreements/deeds may not have been stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis the said premises and our non-compliance of local laws relating to stamp duty and registration may adversely impact the continuance of our activity from such premises. Our deed of registered office and corporate office are not registered.

52. Certain Agreements /deeds may be in the previous name of the company.

Our certain agreements and deeds may be in the name of the previous name of the company i.e. Balaji Solutions Private Limited, in case of inability of timely change of name in these deeds may adversely affect the business operation of the Company.

53. Some of the KMPs is associated with our company for less than one year.

Our Key Management Personnel, Company Secretary and Chief Financial Officer are associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter "*Our Management*" beginning on page 155 of this Draft Red Herring Prospectus.

54. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking and display. Although till date we have never experienced any such instance, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

55. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

In accordance with Indian law and practice, permission to list the Equity Shares will not be granted until after the Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of our Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

56. Any defects in our service could make our company liable for customer claims, which in turn could affect our Company's results of operation.

We are into service industry and our business is dependent mainly on how we maintain our relationship with our existing clients who helps to retain existing clients and to attract the new ones. Hence an unsatisfied client may be more damaging in our business than in other businesses. Our activities may subject us to the risk of significant legal liabilities to our clients and aggrieved third parties. In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial intermediaries have been increasing due to strict regulations and investor awareness. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. Hence, we may incur significant legal expenses in defending against litigation. Substantial legal liability or significant regulatory action against us could have material financial effects on our Company or could even cause significant harm to our reputation, which could harm our business prospects.

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

Our Company has unsecured loans amounting to Rs. 352.51 Lakhs as on August 31, 2018 from certain individuals and entities that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of Our Company, please refer the chapter titled ***"****Financial Statements as Restated"* beginning on page 177 of this Draft Red Herring Prospectus.

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

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

59. Excessive reliance on our information technology systems and their failure could harm our relationship with customers, expose us to lawsuits or administrative sanctions or otherwise adversely affect our provision of service to customers and our internal operation.

As part of our business strategy, we use high quality of information technology system to deliver our services in the best possible way. There may be the system interruptions, errors, or downtime which could result from a variety of causes including changes in technology, technology failure, changes in system, and power failure etc. these may affect our business adversely.

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

Since, the Issue size is less than Rs. 10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Offer and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Offer without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide 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.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own [●] % of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

62. ***Negative publicity could adversely affect our revenue model and profitability.***

We work in the market where trust of the customers on us and upon the services provided by us matters significantly. Any negative publicity regarding our company or the services rendered by the company due to any other unforeseen events may affect our reputation and image which leads to the adverse effect on our business and goodwill as well.

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

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

64. ***The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

65. ***The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company is lower than the Issue Price as decided by the Company in consultation with the Book Running Lead Managers. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title "*Capital Structure*" beginning on page 69 of this Draft Red Herring Prospectus.

B. <u>ISSUE SPECIFIC RISKS:</u>

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

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

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

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

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

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

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

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

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

The Issue price of our equity Shares has been determined by book-built method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation 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. For further details you may refer chapter titled "*Basis for Issue Price"* beginning on the page 105 of this Draft Red Herring prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

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

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

71. QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of

submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

EXTERNAL RISKS

A. INDUSTRY RELATED RISKS:

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

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

B. OTHER RISKS:

73. The Companies (Amendment) Act, 2017 has effected significant changes to the existing Indian Company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

Companies Act, 2013 was notified in a phased manner starting from April 1, 2014. More recently Companies (Amendment) Act, 2017 has got President's assent and has been notified on January 03, 2018.A majority of the provisions and rules under the Companies Act, 2013 have been further modified. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which have been recently amended or the provisions which are yet to come into force. To ensure compliance with the requirements of the Companies Act, 2013, as amended till date, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

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

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

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed Rs.1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of Rs. 1,00,000/- pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax 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 the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

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

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter "*Financial Statements as Restated*" beginning on page 177 the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared

and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

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

77. Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.

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

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

While facts and other statistics in this Draft Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "*Our Industry*" beginning on page 111 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

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

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

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

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

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "*Key Industry Regulations and Policies*" on page 138 for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

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

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

Prominent Notes to Risk Factors:

The Initial Public Issue of up to 64,48,000 Equity Shares of Rs.10 each for cash at a price of Rs. [●] per equity share aggregating up to Rs. [●] Lakh comprising Fresh Issue [●] Equity Shares of Rs.10 each for cash at a price of Rs. [●] per equity share aggregating up to Rs. [●] Lakh. of which [●] Equity Shares of face value of Rs. 10 each will be reserved for subscription by Market Maker to the Issue (Market Maker Reservation Portion) The Issue less the Market Maker Reservation Portion, i.e. Net Issue of [●] Equity Shares of face value of Rs. 10 each is hereinafter referred to as the Net Issue. The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid up equity share capital of the Company.

Investors may contact the Book Running Lead Managers or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Managers and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 59 of this Draft Red Herring Prospectus.

The Net Asset Value per Equity Share (post bonus) of our Company as per the Restated Standalone Financial Statements as of March 31, 2018 is Rs. 26.51 and as on March 31, 2017 is Rs. 18.96 per share. For further details, please refer to section titled "*Financial Statements as Restated"* beginning on page 177 of this Draft Red Herring Prospectus.

The Net Asset Value per Equity Share of our Company as per the Restated Consolidated Financial Statements as of March 31, 2018 is Rs. 26.50 per share. For further details, please refer to section titled "*Financial Statements as Restated"* beginning on page 177 of this Draft Red Herring Prospectus.

The Net Worth of our Company as per the Restated Standalone Financial Statements as of March 31, 2018 is Rs. 4,184.43 Lakhs and as on March 31, 2017 is Rs. 2,832.32 Lakhs. For further details, please refer to the section titled "*Financial Statements as Restated"* beginning on page 177 of this Draft Red Herring Prospectus.

The Net Worth of our Company as per the Restated Consolidated Financial Statements as of March 31, 2018 is Rs. 4,183.27 Lakhs. For further details, please refer to the section titled "*Financial Statements as Restated"* beginning on page 177 of this Draft Red Herring Prospectus.

The average cost of acquisition per Equity Share of our Promoter is set out below:

Sr. No.	Name of the Promoter	No. of Equity Share held	Average price per Equity Share (Rs.)
1.	Rajendra Seksaria	1,23,79,092	1.45

For further details, please refer to section titled "*Capital Structure*" beginning on page 69 of this Draft Red Herring Prospectus.

There has been no financing arrangement whereby our Directors or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Draft Red Herring Prospectus.

The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled "*Financial Statements as Restated*" and "*Related Party Transactions*" beginning on page 177 and 175 respectively of this Draft Red Herring Prospectus.

Except as stated under the section titled "*Capital Structure*" beginning on page 69 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

For information on changes in the Company's name and Objects Clause of the Memorandum of Association of our Company, please refer to the section titled "*History and Certain Other Corporate Matters*" beginning on page 149 of this Draft Red Herring Prospectus.

Except as disclosed in the sections titled "*Capital Structure*", "*Our Promoter and Promoter Group*", "*Our Group Companies*" and "*Our Management*" beginning on pages 69, 169, 172 and 155 respectively of this Draft Red Herring Prospectus, our Promoter, Directors or Key Managerial Personnel has any interest in our Company.

Investors are advised to refer to the chapter titled "*Basis for Issue Price"* beginning on page 105 of the Draft Red Herring Prospectus.

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

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company got converted in to a public limited company pursuant to special resolution passed by the shareholders of our Company in their meeting held on March 03, 2008 and fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies, West Bengal on March 28, 2008. Our Company was again converted in to a private limited Company pursuant to special resolution passed by the members at their meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a Fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Again, our company got converted into a public limited company pursuant to special resolution passed by the shareholders at their meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh certificate of incorporation dated August 07, 2018. issued by the Registrar of Companies, Kolkata. The Corporate Identification number of our Company is U72900WB2001PLC092912. The registered and corporate office of our Company is situated at Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156. West Bengal, India.

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 industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements as Restated" and related notes beginning on page 19 and 177 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

THE WORLD ECONOMY

Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is 0.1 percentage point faster than projected in the fall and ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward by 0.2 percentage point to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes.

The effect of U.S. tax policy changes on U.S. growth is estimated to be positive through 2020, cumulating to 1.2 percent through that year, with a range of uncertainty around this central scenario. The cyclical upswing underway since mid-2016 has continued to strengthen. Some 120 economies, accounting for three quarters of world GDP, have seen a pickup in growth in year-on-year terms in 2017, the broadest synchronized global growth upsurge since 2010. Among advanced economies, growth in the third quarter of 2017 was higher than projected in the fall, notably in Germany, Japan, Korea, and the United States. Key emerging market and developing economies, including Brazil, China, and South Africa, also posted third-quarter growth stronger than the fall forecasts. High-frequency hard data and sentiment indicators point to a continuation of strong momentum in the fourth quarter. World trade has grown strongly in recent months, supported by a pickup in investment, particularly among advanced economies, and increased manufacturing output in Asia. Risks to the outlook are broadly balanced in the near term, but—as in the October 2017 WEO—remain skewed to the downside over the medium term. One notable threat to growth is a tightening of global financing terms from their current easy settings, either in the near term or later. Two common policy objectives tie advanced, emerging, and developing economies together. First, the need to raise potential output growth—through structural reforms to lift productivity and, especially in advanced economies with aging populations, enhance labor force participation rates—while making sure that the gains from growth are shared widely. Second, the imperative to increase resilience, including through proactive financial regulation and, where needed, balance sheet repair and strengthening fiscal buffers. Action is particularly important in a low-interest-rate, low-volatility environment with potential for disruptive portfolio adjustments and capital flow reversals.

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach $61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan

have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.

- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.

- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary man oeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become "an obsession in search of a justification." Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labor markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the "Cry of Wolf" trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of "This Time is Different" (stock valuations are sustainable this time because interest rates will remain at historic lows).

(Source: Economic Survey 2017-18 Volume 1 https://www.indiabudget.gov.in/

OUTLOOK FOR 2017-18

ECONOMIC ACTIVITY

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium-term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 1) and exports.

Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering. Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding. On demonetization specifically, the cash to-GDP ratio has stabilized, suggesting a return to equilibrium. A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers.

Meanwhile, developments in the agriculture sector bear monitoring. Three crop-specific developments are evident. Sowing has been lower in both kharif and rabi, reducing the demand for labour. The acreage for kharif and rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farm gate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

Figure 1 GVA, GFCF and IIP
(Year-on-year, percent)

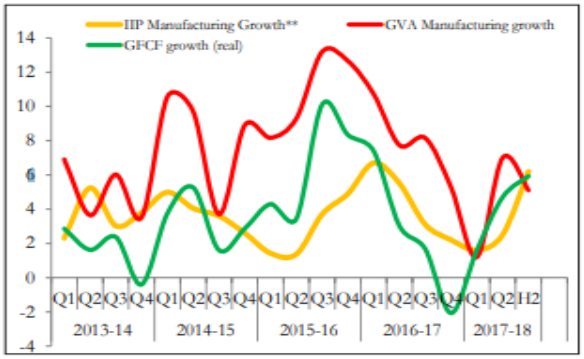
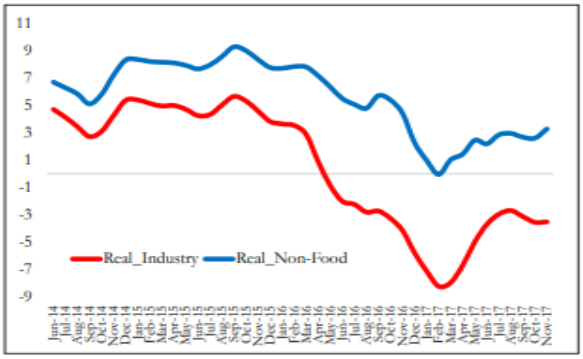


Figure 2 Real Credit Growth***
(Industry and Non-Food Credit, 3MMA, YOY)



Source: Economic Survey 2017-18 http://www.indiabudget.nic.in

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent. Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the

private capex cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017- 18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market "sudden stall" induced by sharp corrections to elevated stock prices. Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions. Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

Source: Economic Survey 2017-18 http://www.indiabudget.nic.in

IT and ITeS Industry in India

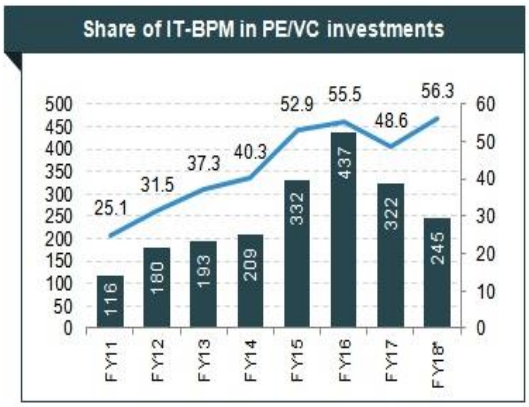
India is the world's largest sourcing destination, accounting for approximately 55 per cent of the US$ 185-190 billion market in 2017-18. The country's cost competitiveness in providing Information Technology (IT) services, which is approximately 3-4 times cheaper than the US, continues to be its Unique Selling Proposition (USP) in the global sourcing market.

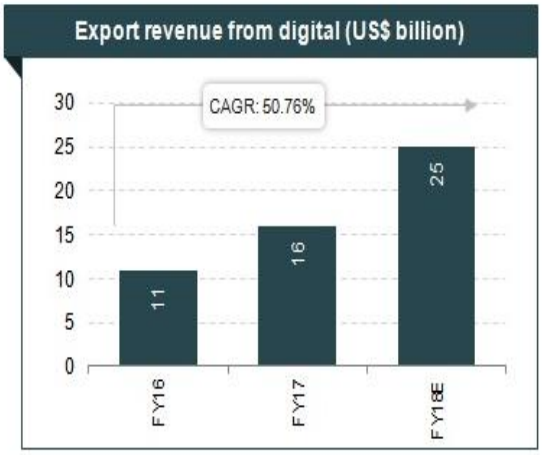
The sector ranks 3rd in India's total Foreign Direct Investment (FDI) share and has received US$ 29.825 billion of FDI inflows between April 2000 and December 2017.

India's highly qualified talent pool of technical graduates is one of the largest in the world and is available at a cost saving of 60-70 per cent to source countries.

Revenue of India's IT industry reached US$ 167 billion and exports stood at US$ 126 billion in 2017-18. The Business Process Outsourcing (BPO) segment accounted for 21.20 per cent of the total IT exports during FY18. India's IT-BPM sector is expected to expand to US$ 350 billion by 2025 and BPM is expected to account for US$ 50-55 billion out of the total revenue. Export revenue from digital segment forms about 20 per cent of the industry's total export revenue. Total export revenue of the industry is expected to grow 7-9 per cent year-on-year to US$ 135-137 billion in FY19.

The Government of India has extended tax holidays to the IT sector for software technology parks of India (STPI) and Special Economic Zones (SEZs). Further, the country is providing procedural ease and single window clearance for setting up facilities. Under Union Budget 2018-19, the government has announced setting up of a national level programme that will enable efforts in Artificial Intelligence (AI) and will help in leveraging AI technology for development works in the country.





Telecom Industry in India

Introduction

India is currently the world's second-largest telecommunications market with a subscriber base of 1.20 billion and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG). App downloads in the country grew approximately 215 per cent between 2015 and 2017.

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country.

The Indian telecom sector is expected to generate four million direct and indirect jobs over the next five years according to estimates by Randstad India. The employment opportunities are expected to be created due to combination of government's efforts to increase penetration in rural areas and the rapid increase in smartphone sales and rising internet usage.

Market Size

The mobile industry is expected to create a total economic value of Rs 14 trillion (US$ 217.37 billion) by the year 2020. It would generate around 3 million direct job opportunities and 2 million indirect jobs during this period@. India's smartphone market grew 14 per cent year-on-year to a total of 124 million shipments in 2017.

Rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India over the next five years, creating opportunities for new businesses. The monthly data usage per smartphone in India is expected to increase from 3.9 GB in 2017 to 18 GB by 2023.

Investments/Developments

With daily increasing subscriber base, there have been a lot of investments and developments in the sector. The industry has attracted FDI worth US$ 30.08 billion during the period April 2000 to December 2017, according to the data released by Department of Industrial Policy and Promotion (DIPP).

Some of the developments in the recent past are:

- During the first quarter of 2018, India became the world's fastest-growing market for mobile applications.
- Finnish telecommunication company Nokia, is going to collaborate with Indian telecom companies Bharti Airtel and BSNL to work on the roadmap for development of 5G technology and creating a conducive ecosystem for 5G in India.

- India telecommunication companies will be investing US$ 20 billion over the next two years for expansion of network and operations, stated Mr Akhil Gupta, Vice Chairman, Bharti Enterprise**.**

Government Initiatives

The government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. Some of the other major initiatives taken by the government are as follows:

- The Government of India is soon going to come out with a new National Telecom Policy 2018 in lieu of rapid technological advancement in the sector over the past few years. The policy has envisaged attracting investments worth US$ 100 billion in the sector by 2022.

- The Government of India is working to digitally connect the rural and remote regions in the country and has decided a new affordable tariff structure with the principle of more you use, less you pay. The changes will soon be reflected in tariff changes by service providers in the country.

Road Ahead

India will emerge as a leading player in the virtual world by having 700 million internet users of the 4.7 billion global users by 2025, as per a Microsoft report. Internet economy expected to touch Rs 10 trillion (US$ 155 billion) by 2018, contributing around 5 per cent to the country's GDP. With the government's favourable regulation policies and 4G services hitting the market, the Indian telecommunication sector is expected to witness fast growth in the next few years. The Government of India also plans to auction the 5G spectrum in bands like 3,300 MHz and 3,400 MHz to promote initiatives like Internet of Things (IoT), machine-to-machine communications, instant high definition video transfer as well as its Smart Cities initiative. The Indian mobile phone industry expects that the Government of India's boost to production of battery chargers will result in setting up of 365 factories, thereby generating 800,000 jobs by 2025.

Exchange Rate Used: INR 1 = US$ 0.016 as of March 1, 2018

Source: https://www.ibef.org/industry/telecommunications.aspx

SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read the chapter titled "*Forward Looking Statements*" beginning on page 18 of this Draft Red Herring Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section *"Risk Factors*" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled "*Risk Factors*" and "*Financial Statements as Restated*" beginning on pages 19 and 177 respectively.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our", "ours" and "our Company" are to Balaji Solutions Limited and Group Entities as the case may be.

OVERVIEW OF OUR BUSINESS

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company got converted in to a public limited company pursuant to special resolution passed by the shareholders of our Company in their meeting held on March 03, 2008 and fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies, West Bengal on March 28, 2008. Our Company was again converted in to a private limited Company pursuant to special resolution passed by the members at their meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a Fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Again, our company got converted into a public limited company pursuant to special resolution passed by the shareholders at their meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh certificate of incorporation dated August 07, 2018. issued by the Registrar of Companies, Kolkata. The Corporate Identification number of our Company is U72900WB2001PLC092912. The registered and corporate office of our Company is situated at Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156. West Bengal, India

We are engaged in the business of distribution of IT and Telecom products. The registered office of our Company is situated at Kolkata, West Bengal. We also operate out of our 36 branches and 3 warehouses covering the geographical territories of the country.

Incorporated in the year 2001 under the leadership of Mr. Rajendra Seksaria, our Company is one of the leading IT hardware distribution houses in India. Our Company commenced its operations with reselling and redistribution of IT hardware products of brands like intel, canon etc in the local channel of Kolkata. The Head Quarter is based out of Kolkata and we operate in PAN India through a strong network of distributors and dealers. In order to cater to the growing and varied demand of IT and electronic products, our Company launched its own brand with the name "Foxin" which is dedicated to developing turnkey products to meet the demand of Indian customers. The brand was originally being operated through one of our Group Companies viz. "Foxin Technologies Private Limited" which was incorporated in the year 2006 and subsequently merged with our Company in the year 2016 vide an order dated September 5, 2016 passed by the Hon'ble High Court at Calcutta, for development of business and to reap the benefits of growing economies. Currently, we develop products like Monitors, keyboards, printing accessories, speakers, power banks and We offer wide range of products like Computer Hardware, Peripherals and Mobile Accessories. In the span of 12 years "Foxin" has reached to a large network channel across India and is penetrating rapidly in order to reach every two and three tier cities in India.

OUR PRODUCT PORTFOLIO

A. Redistribution products

Name of the Vendor	Product Category

	TOSHIBA-Leading innovation	Hard Disk Drives
	LENOVO	Accessories and Alpha RD for Lenovo Consumer Notebooks, AIO & DT in West Bengal.
	DELL	Laptops
	BIOSTAR	Motherboards
	ADATA	Mobile Accessories and DRAM.
	SAMSUNG	Memory Cards
	OPPO	Cellular Phones
	HP	USB Flash Drives

B. <u>Foxin Products</u>

Cabinets	**Monitor**	**Keyboard**	**Mouse**
Motherboard	**Printer Accessories**	**UPS**	**SMPS**
Surveillance	**Speaker**	**BT Headphone**	**USB Headphone** **USB Headphone**
Earphone	**BT Speaker**	**USB Card reader**	**Charge and Sync cables**

USB Hub	**Car charger**	**Power bank**

OUR COMPETITIVE STRENGTHS

1. Association with Top Global Brands

Engaged in the distribution business, our Company has partnered with a number of globally renowned brands for distribution in the country such as Toshiba, Lenovo, Dell, Biostar, Adata, Samsung, Oppo and HP.

2. Wide range of product offering

We distribute a wide range of products such as hard drives, laptops, motherboards, Optical Drives and Gaming Devices, etc. of renowned brands. Also, our inhouse brand Foxin, offers all kinds of products such as powerbanks, monitors, cabinets, speakers, headphones, motherboards, etc. This wide range of products offered from multiple vendors helps us to achieve economies of scale and provide customers a single sourcing point.

3. Leveraging the experience of our Promoter

Our Company is promoted by Mr. Rajendra Seksaria, having an experience of around 20 Years in the field of distribution business. Under his guidance the business of the company touched the new heights. His expertise lies in business development, business strategy, product marketing, business planning, team management, entrepreneurship, strategic planning, channel expertise and competitive analysis. It is the vision and dedication of our Promoter which has paved the growth path of our Company.

4. Proficient Management Team

We have a dedicated team of professionals comprising of experienced personnel in the field of management. Our Company also holds in house training programmes for our employees to improve their skills and to cater to the standards prescribed by our partner clients. We believe that the success of our organization lies in the efforts of our human resources. The vision, prudence and dynamism of our management enable us to discover and capitalize on new opportunities and accordingly give us a competitive footing in our industry.

5. Strong Distribution Network

Engaged in the business of distribution of IT products and Telecom products. Our Company operates through a network of around our 36 branches covering the geographical territories of the country and serving customers on a PAN India basis. Besides branches, our Company also operates through distributors and dealers. Currently, our Company has more than 140 distributors and more than 4800 dealers.

6. Long term vendor/client relationships

We have a brand association in distribution with more than 8 vendors including Dell, HP and Samsung with whom we have more than 5 years of association. Our own brand FOXIN sourcing its products from 21 international suppliers and 6 domestic suppliers**.** Our ability to provide a host of services such as after sales support, demand generation etc. helped us to build such a diverse vendor base.

OUR BUSINESS STRATEGY

We have over the years acquired various competencies and strengths. We want to leverage these competencies, along with our financial strength and infrastructure to increase the distribution network and also to have larger presence of Foxin in the national market.

We intend to follow the following strategies to achieve this goal:

1. Growth in the existing product lines

Our objective is to grow with the market in most of our current product lines in geographies in which we operate while adding newer value offerings to our customers and vendors. We plan to achieve this by supporting existing vendors in their efforts to expand their market share and by partnering with new vendors in the products which we distribute currently.

2. Development of the brand "Foxin"

Our focus is to escalate the sales of products developed under the brand name Foxin by catering to the diversified needs of customers and by providing and adding new products like mobile communication accessories and consumer electronics to our basket. The main objective is to expand the proprietary distribution network and have greater strategic presence of Foxin brand in Online Business through Click & Mortar Model. Also, in order to ensure development of in-house products and services, our Company has more than 70 service centers that provide after sales support and other services for Foxin products. Our Company is planning to add new products in mobility segment like Mobile Card Chargers, Smart Watch & Fitness Tracker and in IT segment like Wireless Headphones, Computer Gaming Accessories etc. Supporting is difficult since product portfolio expansion is dependent on Market demand and Technology Innovation in the IT domain more products to our basket in future.

3. Growing our existing client relationships

Our business is customer oriented and we always strive to maintain good relationships with the customers. We believe that there are significant opportunities for additional growth within our existing client base. We intend to leverage our domain expertise, understanding of our target industry and close relationships with our clients to expand the scope of current services as well as provide services in new areas and businesses.

4. Strong support services

Our Company aims at using robust service network to leverage and get inclusive distribution of foreign brands which have not yet entered the Indian market by providing comprehensive solutions. We provide all facilities starting from the import clearance of the products and going all the way down to after sale service.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABLITIES AS RESTAED

ANNEXURE 1

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	As at March 31,				
		2018	2017	2016	2015	2014
EQUITY AND LIABILITIES						
Shareholders' Funds						
a. Share Capital	6	1,052.30	967.3	345.47	465.64	133.04
b. Reserves & Surplus	7	3,132.13	1,865.02	1,514.87	987.31	1,002.27
Non-Current Liabilities		-	-	-	-	-
a. Long Term Borrowings	8	359.83	24	37.82	-	-
b. Other Non-Current Liabilities		-	-	-	-	-
c. Deferred Tax Liabilities	9	-	9.39	4.54	4.31	14.96
d.Long Term Provisions		-	-	-	-	-
Current Liabilities		-	-	-	-	-
a. Short Term Borrowings	10	7,865.89	5,952.09	3,715.73	3,756.70	2,636.70
b. Trade Payables	11	5,579.57	5,248.32	3,793.73	878.08	1,147.09
c. Other Current Liabilities	12	613.22	415.22	339.79	199.82	158
d. Short Term Provisions	13	36.97	54.8	14.45	0.88	6.15
T O T A L		**18,639.92**	**14,536.14**	**9,766.40**	**6,292.73**	**5,098.21**
ASSETS						
Non-Current Assets						
a. Fixed Assets						
i. Tangible Assets	14	589.99	659.25	593.25	539.87	265.52
ii. Intangible Assets	14	-	-	-	0.1	0.17
iii. Capital W-I-P		736.97	131.69	22.22	0.15	-
b. Non-Current Investments	15	-	-	-	-	-
c. Deferred tax assets	9	2.87	-	-	-	-
d. Long-term loans and advances	16	153.13	117.3	95.28	52.13	238.91
Current Assets						
a. Current Investment	17	-	-	0.26	4.47	9.99
b. Inventories	18	6,804.51	6,424.98	5,057.01	2,880.63	2,055.01
c. Trade Receivables	19	7,624.06	6,449.61	3,439.26	2,508.03	2,332.60
d. Cash and Cash Equivalents	20	13.71	18.75	200.04	32.77	51
e. Short Term Loans & Advances	21	2,049.31	304.26	147.69	30.99	12.15
f. Other Current Assets	22	665.36	430.3	211.38	243.59	132.86
T O T A L		**18,639.92**	**14,536.14**	**9,766.40**	**6,292.73**	**5,098.21**

STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXRURE 2

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	For the year ended March 31,				
		2018	2017	2016	2015	2014
INCOME						
Revenue from Operations	23	66,479.83	65,089.64	45,041.85	38,285.26	30,352.81
Other Income	24	498.14	393.30	50.96	90.05	32.52
Total Income (A)		66,977.96	65,482.94	45,092.81	38,375.31	30,385.33
EXPENDITURE						
Purchase of Stock-In-	25	62,293.41	62,521.68	44,531.32	37,103.32	28,679.70
Change in inventory of	26	(379.53)	(1,367.97)	(2,176.38)	(825.63)	(21.82)
Employee benefit	27	1,780.25	1,518.19	1,225.98	846.87	593.21
Finance costs	28	547.37	512.99	225.03	185.99	171.55
Depreciation and	29	58.66	55.56	43.83	75.15	28.85
Other Expenses	30	999.66	732.93	639.08	511.60	624.32
Total Expenses (B)		65,299.82	63,973.38	44,488.86	37,897.30	30,075.81
Profit before		1,678.14	1,509.56	603.95	478.01	309.52
Less: Exceptional Items		-	-	-	-	-
Profit before		1,678.14	1,509.56	603.95	478.01	309.52
Extra ordinary items		-	-	-	-	-
Profit before tax		1,678.14	1,509.56	603.95	478.01	309.52
Tax expense :				-	-	-
Current tax		593.30	522.51	206.54	170.02	101.57
Deferred Tax		(12.26)	4.85	0.23	(10.65)	2.22
MAT Credit						-
Earlier Year Tax adjusted		-	10.22	(5.58)	0.99	1.73
Total Tax Expense		581.04	537.57	201.19	160.36	105.52
				-	-	-
Profit for the year (D-		1,097.10	971.99	402.76	317.65	204.00

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE 3

(₹ In Lakh except share data and unless otherwise stated)

Particulars	**For the year ended March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Cash Flow From Operating Activities:					
Profit before tax	1,678.14	1,509.56	603.95	478.01	309.52
Dividend Received	-	-	-	-	-
Interest Income	(64.49)	(53.10)	(23.18)	(17.50)	(11.91)
Loss/(profit) on sale of Assets	25.01	0.53	2.73	6.01	(0.88)
Interest Paid	459.30	443.23	191.20	161.86	154.61
Depreciation	58.66	55.56	43.83	75.15	28.85
Operating Profit Before Working Capital Changes	2,156.62	1,955.78	818.51	703.52	480.19
Adjusted for (Increase)/ Decrease in:					
Other Current assets	(235.06)	(218.92)	32.21	(110.73)	(8.17)
Inventories	(379.53)	(1,367.97)	(2,176.38)	(825.63)	(21.82)
Trade Receivables	(1,174.45)	(3,010.34)	(931.24)	(175.42)	(601.98)
Trade Payables	331.25	1,454.59	2,915.65	(269.01)	191.36
Short term loans & advances	(1,756.27)	(156.58)	(118.13)	(18.46)	0.91
Current Investment	-	0.26	4.21	5.52	3.59
Other Current Liabilities	197.99	75.43	139.98	41.82	82.95
Short term provision	5.49	31.98	14.15	(1.79)	(0.27)
	(3,010.58)	(3,191.55)	(119.55)	(1,353.71)	(353.43)
Deduct: Direct taxes (Net)	(605.40)	(524.36)	(199.61)	(174.87)	(97.06)
Cash Generated From Operations	(1,459.35)	(1,760.13)	499.36	(825.06)	29.70
Cash Flow From Investing Activities:					
Cash acquired on account of merger	-	-	4.14	-	-
Purchase of fixed assets	(47.27)	(122.30)	(110.70)	(361.39)	(184.81)
Proceeds from Sale of Fixed Assets	32.87	0.21	10.85	5.96	102.00
Interest Income	64.49	53.10	23.18	17.50	11.91
Capital Work in progress	(605.28)	(109.47)	(22.07)	(0.15)	-
Purchase of Non-current investments	0.00	-	-	-	-
(Increase)/Decrease in Long term Loans & Advances	(35.83)	(22.01)	(43.15)	186.78	(188.57)
Sale of Investments	-	-	-	-	3.15
Net Cash Flow from/(used in) Investing Activities: (B)	(591.03)	(200.48)	(137.74)	(151.30)	(256.32)
Cash Flow from Financing Activities:					
Issue Price	-	-	-	-	-
Face Value	85.00	-	-	-	0.01
Premiunm	170.00	-	-	-	0.07
Receipt / (repayment) of long term borrowings	335.83	(13.81)	37.82	-	-
Short Term Borrowings	1,913.80	2,236.36	(40.97)	1,120.00	367.45
Interest Paid	(459.30)	(443.23)	(191.20)	(161.86)	(154.61)
Net Cash Flow from/(used in) Financing Activities (C)	2,045.33	1,779.32	(194.35)	958.13	212.91
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(5.04)	(181.29)	167.27	(18.23)	(13.71)
Cash & Cash Equivalents As At Beginning of the Year	18.75	200.04	32.77	51.00	64.71
Cash & Cash Equivalents As At End of the Year	13.71	18.75	200.04	32.77	51.00

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE 4

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	For the year ended March 31, 2018
EQUITY AND LIABILITIES		
Shareholders Funds		
a. Share Capital	6	1,052.30
b. Reserves & Surplus	7	3,130.97
Non-Current Liabilities		-
a. Long Term Borrowings	8	359.84
b. Other Non-Current Liabilities		-
c. Deferred Tax Liabilities	9	-
d.Long Term Provisions		-
Current Liabilities		-
a. Short Term Borrowings	10	7,865.90
b. Trade Payables	11	5,579.57
c. Other Current Liabilities	12	614.37
d. Short Term Provisions	13	36.97
T O T A L		**18,639.92**
ASSETS		
Non-Current Assets		
a. Fixed Assets		
i. Tangible Assets	14	589.99
ii. Intangible Assets		
iii. Capital W-I-P		736.97
b. Non-Current Investments	15	
c. Deferred tax assets	9	2.87
d. Long-term loans and advances	16	153.13
Current Assets		
a. Current Investment	17	-
b. Inventories	18	6,804.51
c. Trade Receivables	19	7,624.06
d. Cash and Cash Equivalents	20	13.71
e. Short Term Loans & Advances	21	2,049.31
f. Other Current Assets	22	665.36
T O T A L		**18,639.92**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE 5

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	For the year ended March 31,2,018
INCOME		
Revenue from Operations	23	66,479.83
Other Income	24	498.14
Total Income (A)		**66,977.96**
EXPENDITURE		
Purchase of Stock-In-Trade	25	62,293.41
Change in inventory of Stock-in-trade	26	(379.53)
Employee benefit expenses	27	1,780.25
Finance costs	28	547.37
Depreciation and amortisation expense	29	58.66
Other Expenses	30	1,000.83
Total Expenses (B)		**65,300.98**
Profit before exceptional ,extraordinary items and tax		**1,676.98**
Less: Exceptional Items		**-**
Profit before extraordinary items and tax (A-B)		**1,676.98**
Extra ordinary items		**-**
Profit before tax		**1,676.98**
Tax expense :		
Current tax		593.30
Deferred Tax		(12.26)
Earlier Year Tax		**-**
Total Tax Expense		**581.04**
Profit for the year (D-E)		**1,095.95**

CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE 6

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the year ended March 31, 2,018
Cash Flow From Operating Activities:	
Profit before tax	1,676.98
Dividend Received	-
Interest Income	(64.49)
Loss/(profit) on sale of Assets	25.01
Interest Paid	459.30
Depreciation	58.66
Operating Profit Before Working Capital Changes	**2,155.46**
Adjusted for (Increase)/ Decrease in:	
Other Current assets	(235.06)
Inventories	(379.53)
Trade Receivables	(1,174.45)
Trade Payables	331.25
Short term loans & advances	(1,756.27)
Current Investment	-
Other Current Liabilities	199.16
Short term provision	5.49
	(3,009.42)
Deduct: Direct taxes (Net)	(605.40)
Cash Generated From Operations	**(1,459.35)**
Cash Flow From Investing Activities:	
Cash acquired on account of merger	-
Purchase of fixed assets	(47.27)
Proceeds from Sale of Fixed Assets	32.87
Interest Income	64.49
Capital Work in progress	(605.28)
Purchase of Non-current investments	(0.00)
(Increase)/Decrease in Long term Loans & Advances	(35.83)
Sale of Investments	-
Net Cash Flow from/(used in) Investing Activities: (B)	**(591.03)**
Cash Flow from Financing Activities:	
Issue Price	-
Face Value	85.00
Premium	170.00
Receipt / (repayment) of long term borrowings	335.83
Short Term Borrowings	1,913.80
Interest Paid	(459.30)
Net Cash Flow from/(used in) Financing Activities (C)	**2,045.33**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(5.04)
Cash & Cash Equivalents As At Beginning of the Year	18.75
Cash & Cash Equivalents As At End of the Year	**13.71**

THE ISSUE

Following is the summary of the Issue:

Particulars	Details of Equity shares
Public Issue of Equity Shares	Up to 64,48,000* Equity Shares of Rs.10/- each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs
The Issue Consists of:	
Market Maker Reservation Portion	[●] Equity Shares of Rs.10/- each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs
Net Issue to the Public	[●] Equity Shares of Rs.10/- each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs
***Out of which*:**	
QIB Portion	[●] Equity shares shall be available for allocation of face value of Rs.10/- each fully paid of the Company at a cash price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs
Of which:	
Anchor Investor Portion	[●] Equity Shares of face value of Rs.10/- each
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor portion is fully subscribed)	[●] Equity Shares of face value of Rs.10/- each
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor)	[●] Equity Shares of face value of Rs.10/- each
Balance of all QIBs including Mutual Funds	[●] Equity Shares of face value of Rs.10/- each
Retail Portion	[●] Equity Shares of Rs.10/- each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to Investors up to Rs. 2.00 Lakhs
Non-Institutional Portion	[●] Equity Shares of Rs.10/- each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to Investors above Rs. 2.00 Lakhs
Pre and Post-Issue Equity Shares:	
Equity Shares outstanding prior to the Issue	1,57,84,530 Equity Shares of Rs.10/- each
Equity Shares outstanding after the Issue	Up to 2,22,32,530 Equity Shares of Rs.10/- each
Objects of the Issue	Please refer to the chapter titled "*Objects of the Issue*" beginning on page 92 of this Draft Red Herring Prospectus.

**Number of shares may need to be adjusted for lot size upon determination of issue price.*

Notes:

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 08, 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 Extra Ordinary General Meeting held on September 03, 2018.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. The present Issue is being made by our Company in terms of Regulation 106 M (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issue paid up equity share capital of our Company are being offered to the public for subscription.

1. *In the event of over-subscription, Allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price;*
2. *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories*

or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

3. *Such number of Equity Shares representing not more than 50% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than* [●] *Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.*

4. *Our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI Regulation. 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 Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.*

For further details please refer to section titled *"Issue Procedure"* beginning on page 241 of this Draft Red Herring Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company got converted in to a public limited company pursuant to special resolution passed by the shareholders of our Company in their meeting held on March 03, 2008 and fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies, West Bengal on March 28, 2008. Our Company was again converted in to a private limited Company pursuant to special resolution passed by the members at their meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a Fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Again, our company got converted into a public limited company pursuant to special resolution passed by the shareholders at their meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh certificate of incorporation dated August 07, 2018. issued by the Registrar of Companies, Kolkata. The Corporate Identification number of our Company is U72900WB2001PLC092912. The registered and corporate office of our Company is situated at Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156. West Bengal, India

Brief Company and Issue Information	
Registration Number	092912
Corporate Identification Number	U72900WB2001PLC092912
Address of Registered and Corporate office of our Company	Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156, West Bengal **Tel:** + 91-33- 4030 9000 **Fax**: NA **E-mail**: info@balajisolutions.in **Website**: https://www.balajisolutions.in
Location of Branch Offices	
Eastern Region	Kolkata, Siliguri, Ranchi, Guwahati, Bhubaneshwar,Patna, Agartala
Western Region	Ahmedabad, Indore, Jabalpur, Raipur, Nagpur, Pune, Mumbai
Northern Region	New Delhi, West Delhi, Gurgaon, Jaipur, Bikaner, Ludhiana, Ghaziabad, Faridabad, Lucknow, Varanasi, Chandigarh, Jammu, Bhatinda, Dehradun
Southern Region	Chennai, Madurai, Coimbatore, Cochin, Bengaluru, Secunderabad, Vijayawada, Vishakhapatnam, Puducherry
Address of Registrar of Companies	**Registrar of Companies, West Bengal** Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A. J. C. Bose Road, Kolkata – 700 020
Designated Stock Exchange	**SME Platform of BSE Limited,** Registered Office: 25th Floor, P J Towers, Dalal Street, Fort, Mumbai – 400 001
Company Secretary and Compliance Officer	Mr. Sanjay Bajaj, Company Secretary & Compliance Officer, Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156, West Bengal **Tel:** + 91-33- 4030 9000 **Fax**: NA **E-mail**: sanjay.b@balajisolutions.in **Website**: https://www.balajisolutions.in
Chief Financial Officer	Mr. Dinesh Bajaj Chief Financial Officer

	Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156, West Bengal **Tel:** + 91-33- 4030 9000 **Fax**: NA **E-mail**: bajaj@balajisolutions.in **Website**: https://www.balajisolutions.in

For details in relation to the changes to the name of our Company, Registered office and other details, please refer to the chapter titled "*History and Certain Other Corporate Matters*" beginning on page 149 of this Draft Red Herring Prospectus.

Our Board of Directors

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth in the table hereunder:

Name	Designation	Address	Age (Years)	DIN
Mr. Rajendra Seksaria	Chairman and Managing Director	Flat-102, Rajat Gardens, 21, Ballygunge Park Road, 1st Floor, Rajat Garden, Kolkata – 700 019	46	00943462
Mr. Dinesh Bajaj	Executive Director	1/15E, Gopal Chandra Bose Lane, Kolkata – 700 050	57	00638230
Mrs. Vineeta Agrawal	Independent Director	Flat No. 2F, Gulmohar Apartment, 4, Chakraberia Lane, L.R. Sarani, Kolkata – 700 020	36	02960284
Mr. Pradip Sen	Independent Director	45A- Block C, New Alipore, Kolkata - 700 053	71	02281015
Mrs. Divya Awasthi	Non-Executive Director	13B, 1, Ridge Tower, Hiland Park, 1925 Chak, Garia, Panchasayar S.O., Panchasayar, Kolkata – 700 094	39	08179589

For detailed profile of our Managing Director and other Directors, refer *"Our Management"* and *"Our Promoter and Promoter Group"* beginning on page 155 and 169 respectively of this Draft Red Herring Prospectus.

Details of Key Intermediaries pertaining to this Issue of Our Company:

Book Running Lead Managers	
Pantomath Capital Advisors Private Limited (PCAPL) 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **Tel. No.**: +91 22 6194 6700 **Fax No.**: +91 22 2659 8690 **Email:** ipo@pantomathgroup.com **Website:** www.pantomathgroup.com **Contact Person**: Mr. Hardik Bhuta/ Mr. Unmesh Zagade **SEBI Registration No.**: INM000012110	**Gretex Corporate Services Private Limited (GCSPL)** Registered Office: Office No. - 102, 1st Floor, Kanakia Atrium-2, Chakala, Andheri Kurla Road, Behind Courtyard Marriot, Mumbai – 400 093 **Tel. No.**: +91 33 4006 9278 **Email:** info@gretexgroup.com **Website:** www.gretexcorporate.com **Contact Person**: Ms. Kritika Rupda/Mr. Goutam Seal **SEBI Registration No.**: INM000012177
Registrar to the Issue	**Banker to the Company**
Karvy Computershare Private Limited Karvy Selenium Tower No. B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 **Tel. No.**: +91-040-67162222 **Fax No.**: +91-040-2343 1551	**HDFC Bank Limited** 8, N.S.Road, Gillander House, Kolkata – 700 001 **Tel:** +91 33 2230 4824 **Email**: Nikhil.gupta1@hdfcbank.com **Website**: www.hdfcbank.com **Contact Person**: Mr. Nikhil Gupta

Email: balajisolutions.ipo@karvy.com **Website**: www.karisma.karvy.com **Contact Person**: Mr. Murli Krishna M **SEBI Registration No.**: INR000000221	
Advisor to the Company	**Legal Advisor to the Issue**
NNM Nextgen Advisory Private Limited B 6/7, Shri Siddhivinayak Plaza, 2nd Floor, Plot No. B-31, Oshiwara, Opp. Citi Mall, Behind Maruti Showroom, Andheri Linking Road, Andheri (West), Mumbai - 400 053 **Tel:** +91 022 4079 0011 **Fax No:** +91 022 4079 0033 **Email:** contact@cokaco.com **Website:** www.cokaco.com **Contact Person:** Mr. Nikunj Anilkumar Mittal	**M V Kini, Law Firm** Kini House, 6/39, Jangpura – B, New Delhi – 110 014 **Tel No.**: +91-11-2437 1038/39/40 **Fax No.:** +91-11-2437 9484 **Email**: raj@mvkini.com **Contact Person**: Ms. Raj Rani Bhalla
Peer Review Auditor	**Banker to the Issue & Refund Banker**
Gupta Agarwal & Associates, Chartered Accountants, 22, Muktaram Babu Street, 1st floor, Kolkata- 700 007 **Tel No.**: +91-33-22696087/ 22182739/ 9831012639/ 9836432639 **E-mail**: guptaagarwal.associate@gmail.com **Contact Person**: CA Jay Shanker Gupta **Membership No**: 059535 **Firm Registration No.**: 329001E	**ICICI Bank Limited** Capital market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020 **Tel. No.**: +91 – 22 – 6681 8924/923/932 **Fax No.**: +91 – 22 – 2261 1138 **Email**: Shweta.surana@icicibank.com **Website**: www.icicibank.com **Contact Person**: Ms. Shweta Surana **SEBI Registration No.**: INBI00000004
Statutory Auditor of the Company	**Syndicate Member(s)**
M/s Kedia Dhandharia & Co., Chartered Accountants, BC-266, Sector-I, Salt Lake City, Kolkata – 700 064 **Tel No.:** +91 – 33 – 2359 5641/42 **Fax No.:** +91 – 33 – 2321 2571 **Email**: kediadhandharia.co@gmail.com, **Contact Person**: CA Manish Raj Dhandharia **Membership No**: 062582 **Firm Registration No.**: 326659E	**[●]**

***Note**: Gupta Agarwal & Associates are appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) and holds a valid peer reviewed certificate No. 009865 dated April 21, 2017 issued by the Institute of Chartered Accountants of India.*

Applicants can contact the Compliance Officer or the Book Running Lead Managers or the Registrar to the Issue in case of any Pre-Issue or Post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Book Running Lead Managers, who shall respond to the same.

Applicants may contact the Book Running Lead Managers for complaints, information or clarifications pertaining to the Issue.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35.For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

Registrar and Share Transfer Agents

In terms of SEBI circular No. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, the applicants can submit application forms through collecting RTAs who are Registrars and transfer agents registered with SEBI and have furnished their details to the Stock Exchange for acting in such capacity.

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange at www.bseindia.com as updated from time to time.

Collecting Depository Participants

In terms of SEBI circular No. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, the Applicants can submit Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at www.bseindia.com as updated from time to time.

Statement of Responsibility of the Book Running Lead Managers/ Statement of inter se allocation of responsibilities

Below mentioned table set forth the inter-se allocation of responsibilities for various activities among the lead managers to this issue; i.e. PCAPL and GCSPL

Sl. No.	Activities	Responsibility	Coordinator
1.	Capital restructuring with the relative components and formalities such as types of instruments, etc.	GCSPL	GCSPL
2.	Due diligence of the Company's operations/ management/ business plans/ legal, etc. Drafting and design of offer document and of statutory advertisement including memorandum containing salient features of the Draft Red Herring Prospectus. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock exchange(s), RoC and SEBI including finalization of the Draft Red Herring Prospectus and filing with the RoC.	PCAPL, GCSPL	GCSPL
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertisement, brochure, etc.	PCAPL	GCSPL
4.	Appointment of registrar and other agencies to the Issue	GCSPL	GCSPL
5.	Appointment of all other intermediaries including bankers to the issue, printers, advertising agency etc.	GCSPL	GCSPL
6.	• Developing marketing strategy which will cover, inter alia; • Formulating marketing strategies, preparation of publicity budget; • Finalising media, marketing and public relations strategy; • Finalising bidding and collection centres; and • Follow-up on distribution of publicity and issue material including form, Draft Red Herring Prospectus and deciding on the quantum of the Issue material	PCAPL, GCSPL	GCSPL
7.	Coordination with Stock Exchange for bidding terminals and mock trading	GCSPL	GCSPL

8.	Management of Public Issue Bank account and allocation	GCSPL	GCSPL
9.	Post bidding activities including coordination for non-institutional allocation, coordination with Registrar and Banks, intimation of allocation and dispatch of refund to Bidders, etc. The post Issue activities of the Issue will involve essential follow up steps, which include finalization of trading and dealing instruments and dispatch of certificates and demat delivery of shares, with the various agencies connected with the work such as Registrar to the Issue, Banker to the Issue and the bank handling refund business, unblocking of ASBA funds etc. The Book Running Lead Managers shall be responsible for ensuring that these agencies fulfill their functions and enable them to discharge the responsibility through suitable agreements with the Issuer Company.	GCSPL	GCSPL

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 an IPO Grading agency.

Brokers to the Issue

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

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Peer Reviewed Auditor namely, M/s. Gupta Agarwal & Associates, Chartered Accountants to include its name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Peer Reviewed Auditor on the Restated Financial Statements, dated September 28, 2018 and the statement of possible tax benefits dated September 28, 2018 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Trustees

This is an issue of equity shares hence appointment of trustees is not required.

Debenture Trustees

This is an issue of equity shares hence appointment of debenture trustees is not required.

Appraisal and Monitoring Agency

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. [●] Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

The Book Running Lead Managers, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligation of the Underwriter is several and are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten*	Amount Underwritten (Rs.in lakhs)	% of the Total Issue Size Underwritten
[●]	[●]	[●]	100%

**Includes* [●] *Equity shares of* Rs. *10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 106V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

In the opinion of our Board of Directors, the resources of the above mentioned Underwriters are sufficient to enable them to discharge the underwriting obligations in full. The abovementioned Underwriters is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated [●], with the Book Running Lead Managers and Market Maker to fulfill the obligations of Market Making:

The details of Market Maker are set forth below:

Name	NNM Securities Private Limited
Address	B 6/7, Shri Siddhivinayak Plaza, 2nd Floor, Plot No. B-31, Oshiwara, Opp. Citi Mall, Behind Maruti Showroom, Andheri Linking Road, Andheri (West), Mumbai- 400053
Tel no.	022 4079 0011/0036
Facsimile	NA
Email	support@nnmsecurities.com
Website	www.nnnmsecurities.com
Contact Person	Mr. Nikunj Anilkumar Mittal
SEBI Registration No.	INB011044634

NNM Securities Private Limited registered with SME Platform of BSE will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three (3) years

from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

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 BSE and SEBI regarding this matter from time to time.

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

1) The Market Maker 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 shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

2) The minimum depth of the quote shall be Rs. 1,00,000. However, the investors with holdings of value less than Rs. 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of Rs. **[●]** per share the minimum lot size is **[●]** Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by BSE. The Market maker shall not sell than the minimum contract size allowed for trading on the BSE SME (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the BSE SME from time to time.

3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.

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

6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, NNM Securities Private Limited is acting as the Market Maker.

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

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

9) The Market Maker shall have the right to terminate said arrangement by giving a three month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.

10) 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 Book Running Lead Managers to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Book Running Lead Managers reserve the right to appoint other Market Maker 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.

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

12) SME Platform of BSE 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.

13) 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.

14) 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 Rs.250 crores, the applicable price bands for the first day shall be:

    a. 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.
    b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

    Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

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

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

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

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

BOOK BUILDING PROCESS

The Book Building Process, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid cum Application Forms. The Price Band, the Bid lot size for the issue will be decided by our company and in consultation with the BRLMs, which would be announced at least five working days before the opening of the Bid/ Issue. The Issue Price shall be determined by our Company, in consultation with the BRLMs, in accordance with the Book Building Process, after the Bid/ Issue Closing Date.

The principal parties involved in the Book Building Process are:

1. Our Company;
2. The BRLMs;
3. Syndicate Member(s) who are intermediaries registered with SEBI or registered as brokers with BSE and eligible to act as Underwriters. The Syndicate Member(s) are appointed by the BRLMs;
4. Registrar to the Issue;

5. All Designated Intermediaries

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. Further not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under-subscription, if any, in any category other than QIB category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Stock Exchange. Under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

All Bidders (excluding Anchor Investors) can participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process. In accordance with the SEBI Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bids prior to the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis We will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, we have appointed Pantomath Capital Advisors Private Limited and Gretex Corporate Services Private Limited as the Book Running Lead Managers to manage the Issue and procure subscriptions to the Issue.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see chapter entitled "*Issue Procedure*" on page 241 of this Draft Red Herring Prospectus.

Illustration of Book Building Process and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue and also excludes bidding by Anchor Investors)

Bidders can bid at any price within the Price Band. For instance, assume a price band of Rs.20 to Rs.24 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	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 shares is the price at which the book cuts off, i.e., Rs. 22 in the above example. The issuer,

in consultation with the BRLMs will, finalize the issue price at or below such cutoff price, i.e., at or below Rs.22. All bids at or above this issue price are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see section titled *"Issue Procedure"* on page 241 of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.

Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Activity	**Indicative dates**
Bid Opening Date*	[●]
Bid Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Initiation of refunds	[●]
Commencement of trading of Equity Shares	[●]

**Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI Regulations.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Managers. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after considering the total number of bids received up to the closure of timings and reported by the Book Running Lead Managers to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Book Running Lead Managers is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Non-Retail Bidders shall not be allowed to either withdraw or lower the size of their Bid at any stage. Non-Retail Bidders may revise their Bids upwards (in terms of quantity of Equity Shares) during the Issue Period. Such upward revision must be made using the Revision Form.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

CAPITAL STRUCTURE

"Certain bank statements of the Company and transfer forms are not traceable by our Company. Hence, this chapter is prepared based on the ROC search reports, resolutions passed in minutes of the meetings of the Board and Members, data provided by management and to the best of information available."

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

S. No.	Particulars	Amount (Rs. in lakhs)	
		Aggregate Nominal Value	Aggregate value at Issue Price
A.	**Authorised Share Capital**		
	2,50,00,000 Equity Shares of Rs.10.00 each	2,500.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	1,57,84,530 Equity Shares of Rs.10.00 each	1,578.45	-
C.	**Present Issue in terms of this Draft Red Herring Prospectus***		
	Up to of 64,48,000 Equity Shares of Rs.10.00 each for cash at a price of Rs. [●] per Equity Share	[●]	[●]
	Which comprises:		
	Reservation for Market Maker – Up to [●] Equity Shares of Rs.10.00 each at a price of Rs. [●] per Equity Share reserved as Market Maker portion	[●]	[●]
	Net Issue to the Public – Up to [●] Equity Shares of Rs.10.00 each at a price of Rs. [●] per Equity Share	[●]	[●]
	Of the Net Issue to the Public:		
	QIB Portion being not more than 50% of the Net Issue aggregating up to [●] Equity Shares	[●]	[●]
	Non – Institutional Portion of not less than 15% of the Net Issue aggregating up to not less than [●] Equity Shares	[●]	[●]
	Retail Portion of not less than 35% of the Net Issue aggregating up to not less than [●] Equity Shares	[●]	[●]
D.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	Up to 2,22,32,530 Equity Shares of Rs.10/- each	[●]	-
E.	**Securities Premium Account**		
	Before the Issue	586.11	
	After the Issue	[●]	

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 8, 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 Extra Ordinary General Meeting held on September 03, 2018.

Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Draft Red Herring Prospectus.

Notes to the Capital Structure

1. Details of changes in Authorized Share Capital of Our Company since incorporation

Particulars of Change		Date of Shareholders' Meeting	AGM/EGM
From	To		
The authorized share capital of our Company on incorporation comprised of Rs. 20,00,000 divided into 2,00,000 Equity Shares of Rs. 10 each		On Incorporation	
Rs. 20,00,000 consisting of 2,00,000 Equity Shares of Rs.10 each	Rs. 25,00,000 consisting of 2,50,000 Equity Shares of Rs.10 each	January 04, 2007	EGM
Rs. 25,00,000 consisting of 2,50,000 Equity Shares of Rs.10 each	Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs.10 each	May 01, 2007	EGM
Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs.10 each	Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs.10 each	March 17, 2012	EGM
Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs.10 each	Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10 each	December 26, 2014	EGM
Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10 each	Rs. 5,10,00,000 consisting of 51,00,000 Equity Shares of Rs.10 each	Increase in Authorised Share Capital under the scheme of Amalgamation of Foxin Technologies Private Limited with our Company approved by the High Court of Calcutta pursuant to its order dated September 5, 2016	
Rs. 5,10,00,000 consisting of 51,00,000 Equity Shares of Rs.10 each	Rs. 10,10,00,000 consisting of 1,01,00,000 Equity Shares of Rs.10 each	February 02, 2017	EGM
Rs. 10,10,00,000 consisting of 1,01,00,000 Equity Shares of Rs.10 each	Rs. 15,10,00,000 consisting of 1,51,00,000 Equity Shares of Rs.10 each	May 05, 2017	EGM
Rs. 15,10,00,000 consisting of 1,51,00,000 Equity Shares of Rs.10 each	Rs. 25,00,00,000 consisting of 2,50,00,000 Equity Shares of Rs.10 each	September 14, 2018	AGM

2. History of Issued and Paid Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

Date of allotment	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (Rs.)
On Incorporation	10,000	10.00	10.00	Cash	Subscription to MoA(i)	10,000	1,00,000
September 06, 2001	100	10.00	10.00	Cash	Further Issue of Shares(ii)	10,100	1,01,000
February 14, 2002	79,300	10.00	10.00	Cash	Further Issue of Shares(iii)	89,400	8,94,000
February 25, 2002	25,100	10.00	10.00	Cash	Further Issue of Shares(iv)	1,14,500	11,45,000
April 28, 2005	40,000	10.00	50.00	Cash	Further Issue of Shares(v)	1,54,500	15,45,000
December 19, 2005	7000	10.00	100.00	Cash	Further Issue of Shares(vi)	1,61,500	16,15,000
March 01, 2007	86,500	10.00	100.00	Cash	Further Issue of Shares (vii)	2,48,000	24,80,000

Date of allotment	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (Rs.)
May 07, 2007	50,000	10.00	100.00	Cash	Further Issue of Shares(viii)	2,98,000	29,80,000
November 06, 2009	72,100	10.00	100.00	Cash	Preferential Allotment(ix)	3,70,100	37,01,000
March 19, 2010	50,000	10.00	100.00	Cash	Preferential Allotment (x)	4,20,100	42,01,000
March 27, 2012	8,40,200	10.00	N.A.	Other than cash	Bonus Issue(xi)*	12,60,300	1,26,03,000
March 31, 2012	70,000	10.00	150.00	Cash	Preferential Allotment (xii)	13,30,300	1,33,03,000
May 16, 2013	100	10.00	75.00	Cash	Further Issue of Shares (xiii)	13,30,400	1,33,04,000
March 19, 2015	33,26,000	10.00	N.A.	Other than cash	Bonus Issue(xiv)*	46,56,400	4,65,64,000
September 29, 2016	32,000	10.00	10.00	Other than cash	Allotment of shares under Amalgamation Scheme (xv)*	34,54,650*	3,45,46,500
March 22, 2017	62,18,370	10.00	N.A.	Other than cash	Bonus Issue(xvi)*	96,73,020	9,67,30,200
July 11, 2017	8,50,000	10.00	30.00	Cash	Private Placement(xvii)	1,05,23,020	10,52,30,200
September 27, 2018	52,61,510	10.00	N.A.	Other than cash	Bonus Issue(xviii)*	1,57,84,530	15,78,45,300

**Bonus Issue has been made out of the available Profits of the company*

**Our Company cancelled 12,33,750 equity shares held by Foxin Technologies Private Limited pursuant to scheme of amalgamation of Foxin Technologies Private Limited with our Company, approved by the High court of Calcutta vide its order dated September 05, 2016.*

(i) Initial Subscribers to the Memorandum of Association of our Company subscribed 10,000 equity shares of face value of Rs. 10 each fully paid at par as per the details below:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	5,000
2.	Sushila Devi Seksaria	2,500
3.	Mahabir Prasad Seksaria	2,500
Total		**10,000**

(ii) Further Issue of shares of 100 Equity Shares of face value of Rs. 10 each fully paid up at par on September 6, 2001:

S.N.	Name	No. of Equity Shares
1.	S.K. Seksaria HUF	100
Total		**100**

(iii) Further issue of shares of 79,300 Equity Shares at of face value of Rs. 10 each fully paid up at par on February 14, 2002:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria HUF	100
2.	Shailendra Kumar Seksaria	100
3.	M.P. Seksaria HUF	100
4.	Ganesh Kumar Bajaj	3,500
5.	Ganesh Kumar Rahul Kumar Bajaj HUF	8,000
6.	Mahesh Kumar Bajaj HUF	7,500

7.	Chanda Saraf	10,000
8.	Ramlal Saraf HUF	10,000
9.	Kailash Saraf HUF	10,000
10.	Shyam Narayan Tiwari	5,000
11.	Anna Purna Bajaj	5,000
12.	Lata Bajaj	10,000
13.	Ramlal Saraf	10,000
Total		**79,300**

(iv) Further issue of shares of 25,100 Equity Shares of face value of Rs. 10 each fully paid up at par on February 25, 2002:

S.N.	Name	No. of Equity Shares
1.	Gouri Shankar Bajaj HUF	100
2.	Dinesh Bajaj	15,000
3.	Shailendra Kumar Seksaria	10,000
Total		**25,100**

(v) Further issue of shares of 40,000 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 40/- per Equity Share on April 28, 2005:

S.N.	Name	No. of Equity Shares
1.	Sangeeta Seksaria (w/o Shailendra Seksaria)	3,500
2.	Dinesh Bajaj HUF	4,000
3.	Mahesh Kumar Bajaj HUF	2,000
4.	Ganesh Kumar Rahul Kumar Bajaj HUF	2,000
5.	Shailendra Kumar Seksaria	6,000
6.	Rajni Dalmia	3,500
7.	M.P. Seksaria HUF	4,000
8.	Sushila Devi Seksaria	13,000
9.	Anna Purna Bajaj	2,000
Total		**40,000**

(vi) Further issue of shares of 7,000 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 90/- per Equity Share on December 19, 2005:

S.N.	Name	No. of Equity Shares
1.	Indivar Properties Private Limited	7,000
Total		**7,000**

(vii) Further issue of shares of 86,500 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 90/- per Equity Share on March 1, 2007:

S.N.	Name	No. of Equity Shares
1.	Satakshi Mundra Investment Private Limited	12,000
2.	GRM Fiance & Leasing Co Private Limited	6,000
3.	Indivar Properties Private Limited	8,500
4.	Foxin Technologies Private Limited*	60,000
Total		**86,500**

****Foxin Technologies Private Limited is now amalgamated with our Company under the Scheme of Amalgamation vide order dated September 05, 2016 passed by the Hon'ble High Court at Calcutta.***

(viii) Further issue of shares of 50,000 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 90/- per Equity Share on May 7, 2007:

S.N.	Name	No. of Equity Shares
1.	Newjet Trexim Private Limited	10,000
2.	Shoka Tradelink Private Limited	10,000
3.	Banka Enterprises Private Limited	10,000
4.	Magnate Capital Market Limited	10,000
5.	Wipro Suppliers Private Limited	10,000

Total	**50,000**

(ix) Preferential Allotment of 72,100 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 90/- per Equity Share on November 6, 2009:

S.N.	Name	No. of Equity Shares
1.	Samkit Finance Private Limited	5,000
2.	Gaurav Rose Real Estate Private Limited	17,000
3.	Spotboy Tracom Private Limited	25,000
4.	Canton Traders Private Limited	5,000
5.	Amritvani Exim Private Limited	20,000
6.	Sangeeta Seksaria	100
Total		**72,100**

(x) Preferential Allotment of 50,000 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 90/- per Equity Share on March 19, 2010:

S.N.	Name	No. of Equity Shares
1.	Snowtex Tradelink Private Limited	10,000
2.	Veshnawy Vyapaar Private Limited	20,000
3.	Magnate Capital Market Limited	10,000
4.	Surams Holdings Private Limited	10,000
Total		**50,000**

(xi) Bonus Issue of 8,40,200 Equity Shares in the ratio of two Equity Shares for every one Equity Share held on March 27, 2012 as per the details given below:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	4,08,400
2.	Rajendra Seksaria HUF	1,21,400
3.	Shailendra Kumar Seksaria	7,000
4.	Dinesh Bajaj	200
5.	Sangeeta Seksaria (w/o Shailendra Seksaria)	66,000
6.	Foxin Technologies Pvt Ltd*	2,35,000
7.	Sangeeta Seksaria (w/o Rajendra Seksaria)	1,000
8.	S.K. Seksaria HUF	1,000
9.	Chetan Seksaria	200
Total		**8,40,200**

**Foxin Technologies Private Limited is now amalgamated with our Company under the Scheme of Amalgamation vide order dated September 05, 2016 passed by the Hon'ble High Court at Calcutta*

(xii) Preferential Allotment of 70,000 Equity Shares of face value of Rs. 10 each fully paid up at a premium of Rs. 90/- per Equity Share on March 31, 2012:

S.N.	Name	No. of Equity Shares
1.	Jackpot Tower Private Limited	50,000
2.	Value Added Merchants Private Limited	10,000
3.	Blue Skys Sales Private Limited	7,000
4.	S.A. Securities Private Limited	3,000
Total		**70,000**

(xiii) Further issue of shares of 100 Equity Shares of face value of Rs. 10 each at a premium of Rs. 65/- per Equity Share on May 16, 2013:

S.N.	Name	No. of Equity Shares
1.	Divya Awasthi	100
Total		**100**

(xiv) Bonus Issue of 33,26,000 Equity Shares in the ratio five Equity Shares for every two Equity Shares held on March 19, 2015:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	19,89,500

S.N.	Name	No. of Equity Shares
2.	Rajendra Seksaria HUF	4,55,000
3.	Dinesh Bajaj	250
4.	Foxin Technologies Pvt Ltd*	8,81,250
Total		**33,26,000**

***Foxin Technologies Private Limited is now amalgamated with our Company under the Scheme of Amalgamation vide order dated September 05, 2016 passed by the Hon'ble High Court at Calcutta*

(xv) Pursuant to the scheme of Amalgamation of Foxin Technologies Private Limited with our Company through High Court order dated September 5, 2016, the shareholders of Foxin Technologies private Limited were allotted 2 shares in our Company for every 5 shares held by them in Foxin technologies Pvt. Ltd., on September 29, 2016, the details of which are as follows:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	31,960
2.	Sangeeta Seksaria (w/o Rajendra Seksaria)	40
Total		**32,000**

(xvi) Bonus Issue of 62,18,370 Equity Shares in the ratio of. nine Equity Shares for every five Equity Shares held on March 22, 2017:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	50,71,068
2.	Rajendra Seksaria HUF	11,46,420
3.	Dinesh Bajaj	180
4.	Foxin Technologies Pvt Ltd*	702
Total		**62,18,370**

***Foxin Technologies Private Limited is now amalgamated with our Company under the Scheme of Amalgamation vide order dated September 05, 2016 passed by the Hon'ble High Court at Calcutta*

(xvii) Private Placement of 8,50,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 20/- per Equity Share on July 11, 2017:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	5,50,000
2.	Sangeeta Seksaria (w/o Rajendra Seksaria)	3,00,000
Total		**8,50,000**

(xviii) Bonus Issue of 52,61,510 Equity Shares in the ratio of one Equity Share for every two Equity Shares held on September 27, 2018:

S.N.	Name	No. of Equity Shares
1.	Rajendra Seksaria	41,26,364
2.	Rajendra Seksaria HUF	8,91,660
3.	Dinesh Bajaj	140
4.	Sangeeta Seksaria (w/o Rajendra Seksaria)	1,50,546
5.	Komal Raghani	17,500
6.	Satish U Raghani	75,000
7.	Siddharth Awasthi	300
Total		**52,61, 510**

3. Issue of Equity Shares for Consideration other than Cash

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

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Allottees	No. of Shares Allotted
March 27, 2012	8,40,200	10.00	N.A.	Bonus Issue in the ratio of 2 Equity Shares for every 1	Capitalisation of reserves	Rajendra Seksaria	4,08,400
						Rajendra Seksaria HUF	1,21,400

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Allottees	No. of Shares Allotted
				Equity Shares held		Shailendra Kumar Seksaria	7,000
						Dinesh Bajaj	200
						Sangeeta Seksaria (w/o Shailendra Kumar Seksaria)	66,000
						Foxin Technologies Pvt Ltd*	2,35,000
						Sangeeta Seksaria (w/o Rajendra Seksaria)	1,000
						S.K. Seksaria HUF	1,000
						Chetan Seksaria	200
March 19, 2015	45,00,358	10.00	N.A.	Bonus Issue in the ratio of 5 Equity Shares for every 2 Equity Shares held	Capitalisation of reserves	Rajendra Seksaria	19,89,500
						Rajendra Seksaria HUF	4,55,000
						Dinesh Bajaj	250
						Foxin Technologies Pvt Ltd*	8,81,250
September 29, 2016	32,000	10.00	10.00	Allotment of shares to the shareholders of Foxin Technologies Pvt Ltd under scheme of Amalgamation approved by the Hon'ble High Court at Calcutta vide its order dated Spetember 5, 2016. For further details, please refer *"History and Certain Other Corporate Matters"* on page 149 of this Draft Red Herring Prospectus	Diversification of Business	Rajendra Seksaria	31,960
						Sangeeta Seksaria (w/o Rajendra Seksaria)	40
March 22, 2017	62,18,370	10.00	-	Bonus Issue in the ratio of 9 Equity Share for every 5	Capitalisation of reserves	Rajendra Seksaria	50,71,068
						Rajendra Seksaria HUF	11,46,420
						Dinesh Bajaj	180

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Allottees	No. of Shares Allotted
				Equity Shares held		Foxin Technologies Pvt Ltd*	702
September 27, 2018	52,61,510	10.00	-	Bonus Issue in the ratio of 1 Equity Share for every 2 Equity Shares held	Capitalisation of reserves	Rajendra Seksaria	41,26,364
						Rajendra Seksaria HUF	8,91,660
						Dinesh Bajaj	140
						Sangeeta Seksaria (w/o Rajendra Seksaria)	1,50,546
						Komal Raghani	17,500
						Satish U Raghani	75,000
						Siddharth Awasthi	300

*****Foxin Technologies Private Limited is now amalgamated with our Company under the Scheme of Amalgamation vide order dated September 05, 2016 passed by the Hon'ble High Court at Calcutta*

4. **Shares allotted in terms of any scheme approved under section 391- 394 of the Companies Act, 1956 or section 230-232 of the Companies Act, 2013.**

For further details of shares allotted in terms of any scheme approved under section 391- 394 of the Companies Act, 1956 or section 230-240 of the Companies Act, 2013, see "*Capital Structure – 3 Issue of Equity Shares for Consideration other than Cash"*

5. **We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.**

6. **Our Company has not issued any Equity Shares in the one year immediately preceding the date of this Draft Red Herring Prospectus at a price which is lower than the Issue Price.**

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Allottees	No. of Shares Allotted
September 27, 2018	52,61,510	10.00	-	Bonus Issue in the ratio of 1 Equity Share for every 2 Equity Shares held	Capitalisation of reserves	Rajendra Seksaria	41,26,364
						Rajendra Seksaria HUF	8,91,660
						Dinesh Bajaj	140
						Sangeeta Seksaria (w/o Rajendra Seksaria)	1,50,546
						Komal Raghani	17,500
						Satish U Raghani	75,000
						Siddharth Awasthi	300

7. Build Up of our Promoter's Shareholding, Promoter's Contribution and Lock-In

As on the date of this Draft Red Herring Prospectus, our Promoter holds 1,23,79,092 Equity Shares, constituting 78.43% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

Build-up of our Promoter's shareholding in Our Company

Rajendra Seksaria

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
On Incorporation	5,000	5,000	10.00	10.00	Cash	Subscriber to the MoA and AoA	0.03%	[●]
November 26, 2001	(100)	4,900	10.00	10.00	Cash	Transferred to Rajendra Seksaria HUF	Negligible	[●]
	(100)	4,800	10.00	10.00	Cash	Transferred to Mahesh Kumar Bajaj HUF	Negligible	[●]
	(100)	4,700	10.00	10.00	Cash	Transferred to Kailash Kumar Saraf HUF	Negligible	[●]
	(100)	4,600	10.00	10.00	Cash	Transferred to Ganesh Kumar Rahul Kumar HUF	Negligible	[●]
	(100)	4,500	10.00	10.00	Cash	Transferred to Chanda Saraf	Negligible	[●]
	(100)	4,400	10.00	10.00	Cash	Transferred to Ganesh Kumar Bajaj	Negligible	[●]
	(100)	4,300	10.00	10.00	Cash	Transferred to Shailendra Kumar Seksaria	Negligible	[●]
	(100)	4,200	10.00	10.00	Cash	Transferred to Shyam Narayan Tiwari	Negligible	[●]
	(100)	4,100	10.00	10.00	Cash	Transferred to Mahabir Prasad Seksaria HUF	Negligible	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
	(100)	4,000	10.00	10.00	Cash	Transferred to Ramlal Saraf HUF	Negligible	[●]
January 22, 2002	(100)	3,900	10.00	10.00	Cash	Transferred to Annapurna Bajaj	Negligible	[●]
	(300)	3,600	10.00	10.00	Cash	Transferred to Lata Bajaj	Negligible	[●]
	(100)	3,500	10.00	10.00	Cash	Transferred to Ramlal Saraf	Negligible	[●]
May 31, 2007	5,100	8,600	10.00	10.00	Cash	Acquired from Shyam Narayan Tiwari	0.03%	[●]
	3,500	12,100	10.00	10.00	Cash	Acquired from Ganesh Kumar Bajaj	0.02%	[●]
	9,500	21,600	10.00	10.00	Cash	Acquired from Mahesh Kumar Bajaj HUF	0.06%	[●]
	4,000	25,600	10.00	10.00	Cash	Acquired from Dinesh Bajaj HUF	0.03%	[●]
	2,000	27,600	10.00	10.00	Cash	Acquired from Ganesh Kumar Rahul Kumar HUF	0.01%	[●]
October 26, 2007	10,000	37,600	10.00	10.00	Cash	Acquired from Chanda Saraf	0.06%	[●]
	10,000	47,600	10.00	10.00	Cash	Acquired from Ramlal Saraf HUF	0.06%	[●]
	7,000	54,600	10.00	10.00	Cash	Acquired from Annapurna Bajaj	0.04%	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
October 31, 2007	15,500	70,100	10.00	10.00	Cash	Acquired from Indivar Properties Pvt Ltd	0.10%	[●]
	12,000	82,100	10.00	10.00	Cash	Acquired from Shatakshi Mundra Investment Pvt Ltd	0.08%	[●]
	6,000	88,100	10.00	10.00	Cash	Acquired from GRM Finance & Leasing Pvt Ltd	0.04%	[●]
September 24, 2009	100	88,200	10.00	10.00	Cash	Acquired from Govindram Bajaranglal HUF	Negligible	[●]
	100	88,300	10.00	10.00	Cash	Acquired from Mahesh Kumar Bajaj HUF	Negligible	[●]
	100	88,400	10.00	10.00	Cash	Acquired from Kailash Kumar Saraf HUF	Negligible	[●]
	100	88,500	10.00	10.00	Cash	Acquired from Pramila Gupta	Negligible	[●]
	100	88,600	10.00	10.00	Cash	Acquired from Chanda Saraf	Negligible	[●]
	100	88,700	10.00	10.00	Cash	Acquired from Lata Kedia	Negligible	[●]
	100	88,800	10.00	10.00	Cash	Acquired from Ramlal Saraf HUF	Negligible	[●]
	100	88,900	10.00	10.00	Cash	Acquired from Kedar Mal Jhanwar	Negligible	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
	100	89,000	10.00	10.00	Cash	Acquired from Kalpana Kedia	Negligible	[●]
	100	89,100	10.00	10.00	Cash	Acquired from Radha Devi Vyas	Negligible	[●]
	100	89,200	10.00	10.00	Cash	Acquired from Kamla Devi Jhawar	Negligible	[●]
	100	89,300	10.00	10.00	Cash	Acquired from Ramlal Saraf	Negligible	[●]
	100	89,400	10.00	10.00	Cash	Acquired from Vivek Kedia	Negligible	[●]
	60,000	1,49,400	10.00	20.00	Cash	Acquired from Foxin Technologies Private Limited	0.38%	[●]
September 26, 2009	100	1,49,500	10.00	10.00	Cash	Acquired from Gouri Shankar Bajaj HUF	Negligible	[●]
January 25, 2011	15,500	1,65,000	10.00	10.00	Cash	Acquired from Sushila Devi Seksaria	0.10%	[●]
	5,000	1,70,000	10.00	10.00	Cash	Acquired from Mahabir Prasad Seksaria	0.03%	[●]
	3,500	1,73,500	10.00	50.00	Cash	Acquired from Rajni Dalmia	0.02%	[●]
March 31, 2011	500	1,74,000	10.00	100.00	Cash	Acquired from Foxin Technologies Private Limited	Negligible	[●]
August 05, 2011	4,200	1,78,200	10.00	118.00	Cash	Acquired from Mahabir Prasad Seksaria HUF	0.03%	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
January 18, 2012	26,000	2,04,200	10.00	23.00	Cash	Acquired from Shailendra Kumar Seksaria	0.16%	[●]
March 27, 2012	4,08,400	6,12,600	10.00	N.A.	N.A.	Bonus Issue in the ratio of 2 Equity Shares for every 1 Equity Shares held	2.59%	[●]
June 22, 2012	10,500	6,23,100	10.00	57.00	Cash	Acquired from Shailendra Kumar Seksaria	0.07%	[●]
	1500	6,24,600	10.00	57.00	Cash	Acquired from Shailendra Kumar Seksaria HUF	0.01%	[●]
	5,000	6,29,600	10.00	57.00	Cash	Acquired from Sangeeta Seksaria (Brother's Wife)	0.03%	[●]
March 14, 2013	(100)	6,29,500	10.00	70.00	Cash	Transferred to Samir Chongoiwala HUF	Negligible	[●]
	(100)	6,29,400	10.00	70.00	Cash	Transferred to Vinod Kumar Lohia HUF	Negligible	[●]
April 18, 2013	300	6,29,700	10.00	72.00	Cash	Acquired from Chetan Seksaria	Negligible	[●]
	94,000	7,23,700	10.00	-	Gift	Acquired from Sangeeta Seksaria (Brother's Wife)	0.60%	[●]
	50,000	7,73,700	10.00	58.00	Cash	Acquired from Jackpot	0.32%	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
						Tower Pvt Ltd		
	10,000	7,83,700	10.00	58.00	Cash	Acquired from Value Added Merchants Pvt Ltd	0.06%	[●]
	7,000	7,90,700	10.00	58.00	Cash	Acquired from Blue Skys Sales Pvt Ltd	0.04%	[●]
	3,000	7,93,700	10.00	58.00	Cash	Acquired from S.A. Securities Pvt Ltd	0.02%	[●]
May 16, 2013	300	7,94,000	10.00	70.00	Cash	Acquired from Dinesh Bajaj	Negligible	[●]
August 20, 2014	100	7,94,100	10.00	86.00	Cash	Acquired from Govind Das HUF	Negligible	[●]
	100	7,94,200	10.00	86.00	Cash	Acquired from Vinod Kumar Lohia HUF	Negligible	[●]
	100	7,94,300	10.00	86.00	Cash	Acquired from Divya Awasthi	Negligible	[●]
March 16, 2015	1500	7,95,800	10.00	86.00	Cash	Acquired from Sangeeta Seksaria	0.01%	[●]
March 19, 2015	19,89,500	27,85,300	10.00	N.A.	Other than Cash	Bonus Issue in the ratio of 5 Equity Shares for every 2 Equity Shares held	12.60%	[●]
September 29, 2016	31,960	28,17,260	10.00	N.A.	Other than cash	Allotment of shares to the shareholders of Foxin Technologies Pvt Ltd under scheme of Amalgamati	0.20%	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
						on approved by the Hon'ble High Court at Calcutta vide its order dated Spetember 5, 2016. For further details, please refer *"History and Certain Other Corporate Matters"* on page 149 of this Draft Red Herring Prospectus		
March 22, 2017	50,71,068	78,88,328	10.00	N.A.	Other than cash	Bonus Issue in the ratio of 9 Equity Share for every 5 Equity Shares held	32.13%	[●]
July 11, 2017	5,50,000	84,38,328	10.00	30.00	Cash	Private Placement Offer	3.48%	[●]
September 21, 2017	(100)	84,38,228	10.00	30.00	Cash	Transferred to Sumi Kedia	Negligible	[●]
	(100)	84,38,128	10.00	30.00	Cash	Transferred to Usha Devi Kedia	Negligible	[●]
	(100)	84,38,028	10.00	30.00	Cash	Transferred to Ramesh Kumar Kedia HUF	Negligible	[●]
	(100)	84,37,928	10.00	30.00	Cash	Transferred to Ramesh Kumar Kedia	Negligible	[●]
	(100)	84,37,828	10.00	30.00	Cash	Transferred to Pankaj Kedia HUF	Negligible	[●]
	(100)	84,37,728	10.00	30.00	Cash	Transferred to Pankaj Kedia	Negligible	[●]

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (Rs.)	Issue/ Acquisition/ Sale Price per Equity Share (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital
December 27, 2017	(100)	84,37,628	10.00	30.00	Cash	Transferred to Harshika Seksaria	Negligible	[●]
March 28, 2018	(1,50,000)	82,87,628	10.00	40.00	Cash	Transferred to Satish U Raghani	-0.95%	[●]
	(35,000)	82,52,628	10.00	40.00	Cash	Transferred to Komal Raghani	-0.22%	[●]
May 08, 2018	100	82,52,728	10.00	40.00	Cash	Acquired from Harshika Seksaria	Negligible	[●]
September 27, 2018	41,26,364	1,23,79,092	10.00	N.A.	Other than cash	Bonus Issue in the ratio of 1 Equity Share for every 2 Equity Shares held	26.14%	[●]
Total	**1,23,79,092**						**78.43%**	**[●]**

**Foxin Technologies Private Limited is now amalgamated with our Company vide High Court Order dated September 05, 2016*

Details of Promoter's Contribution Locked-in for Three Years

Pursuant to the Regulation 32(1) (a) of SEBI (ICDR) Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be considered as Promoter's contribution ("Promoter's Contribution") and locked-in for a period of three years from the date of Allotment.

Our Promoter has its granted consent to include such number of Equity Shares held by him as may constitute 20% of the post issue Equity Share capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution for a period of three years from the date of allotment in the Issue.

Particulars	Nature of acquisition	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue price per Equity Share (Rs.)	Nature of Consideration	% of Post-Issue Equity Share Capital	Lock in Period	Source of funds
Rajendra Seksaria								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 33 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 33 of the SEBI Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

(i) The Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus:

- for consideration other than cash and revaluation of assets or capitalization of intangible assets, or

- bonus shares issued out of revaluations reserves or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter's Contribution;

(ii) The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) The Equity Shares issued to the Promoter upon conversion of a partnership firm; and

(iv) The Equity Shares held by the Promoter that are subject to any pledge or any other form of encumbrance.

Specific written consent has been obtained from the Promoter for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post Issue Paid-up Equity Share Capital from the date of allotment in the proposed public Issue.

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

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

Equity Shares locked-in for one year

Other than the Equity Shares held by our Promoter, which will be locked-in as minimum Promoter's contribution for three years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

Other requirements in respect of 'lock-in'

Pursuant to Regulation 39 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial bank or public financial institution as collateral security for loans granted by such scheduled commercial bank or public financial institution, provided that (i) the pledge of shares is one of the terms of sanction of the loan and (ii) if the shares are locked-in as Promoters' contribution for three years under Regulation 36(a) of the SEBI (ICDR) Regulations, then in addition to the requirement in (i) above, such shares may be pledged only if the loan has been granted by the scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked-in in accordance with Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and among our Promoter and any member of the Promoter Group, or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter which are locked-in in accordance with Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares which are locked-in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable.

We further confirm that our Promoter's Contribution of [●] % of the post-Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

8. Except for the following, no shares have been purchased / sold by the Promoter and Promoter Group, directors and their immediate relatives during last six months.

Date of Acquisition/Transfer	Name	Promoter/Promoter Group	No. of Equity Shares	Face Value	Issue/Acquisition Price	% of Pre-issue Capital	Nature of Transaction
March 28, 2018	Rajendra Seksaria	Promoter	1,50,000	10.00	40.00	0.95	Transferred to Satish Raghani
March 28, 2018	Rajendra Seksaria	Promoter	35,000	10.00	40.00	0.22	Komal Raghani

March 28, 2018	Satish Raghani	Promoter Group	1,50,000	10.00	40.00	0.95	Acquired from Rajendra Seksaria
March 28, 2018	Komal Raghani	Promoter Group	35,000	10.00	40.00	0.22	Acquired from Rajendra Seksaria
March 28, 2018	Siddharth Awasthi	Promoter Group	100	10.00	40.00	Negligible	Acquired from Sumi Kedia
March 28, 2018	Siddharth Awasthi	Promoter Group	100	10.00	40.00	Negligible	Acquired from Usha Devi Kedia
March 28, 2018	Siddharth Awasthi	Promoter Group	100	10.00	40.00	Negligible	Acquired from Pankaj Kedia
March 28, 2018	Siddharth Awasthi	Promoter Group	100	10.00	40.00	Negligible	Acquired from Pankaj Kedia HUF
March 28, 2018	Siddharth Awasthi	Promoter Group	100	10.00	40.00	Negligible	Acquired from Ramesh Kumar Kedia
March 28, 2018	Siddharth Awasthi	Promoter Group	100	10.00	40.00	Negligible	Acquired from Ramesh Kumar Kedia HUF
May 08, 2018	Rajendra Seksaria	Promoter	100	10.00	40.00	Negligible	Acquired from Harshika Seksaria
May 08, 2018	Harshika Seksaria	Promoter Group	100	10.00	40.00	Negligible	Transferred to Rajendra Seksaria
September 27, 2018	Rajendra Seksaria	Promoter	41,26,364	10.00	Nil	26.14	Bonus Issue

9. Our Shareholding Pattern

Pursuant to Regulation 31 of the Listing Regulations, the shareholding pattern of our company is as below:

I - Our Shareholding Pattern: -

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Share s held (b)	
									Class eg: y	Tot al								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VIII+IX	XII		XIII		XIV
(A)	Promoter & Promoter Group	7	1,57,84,530	-	-	1,57,84,530	100.00	1,57,84,530	-	1,57,84,530	100.00	-	100.00	-		-		[●]
(B)	Public	-	-	-	-	-	-	-	-	-	-		-	-		-		-
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**7**	**1,57,84,530**	**-**	**-**	**1,57,84,530**	**100.00**	**1,57,84,530**	**-**	**1,57,84,530**	**100.00**	**-**	**100.00**	**-**		**-**		**[●]**

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

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

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

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

In terms of SEBI circular no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, our Company will ensure that the Equity Shares held by the Promoters / members of the Promoter Group are in dematerialised prior to filing the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus with the BSE and RoC.

10. The shareholding pattern of our Company before and after the Issue is set forth below:

Sr. No.	Particulars	Pre-Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	Promoter	1,23,79,092	78.43	1,23,79,092	[●]
b)	Promoter Group	34,05,438	21.57	34,05,438	[●]
	Total	**1,57,84,530**	**100.00**	**1,57,84,530**	**[●]**

11. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Sr.	Particulars	Pre-Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	**Promoters**				
	Rajendra Seksaria	1,23,79,092	78.43	1,23,79,092	[●]
	Total (A)	**1,23,79,092**	**78.43**	**1,23,79,092**	**[●]**
b)	**Promoter Group**				
	Rajendra Seksaria HUF	26,74,980	16.95	26,74,980	[●]
	Sangeeta Seksaria (w/o Rajendra Seksaria)	4,51,638	2.86	4,51,638	[●]
	Satish U Raghani	2,25,000	1.43	2,25,000	[●]
	Komal Raghani	52,500	0.33	52,500	[●]
	Siddharth Awasthi	900	0.01	900	[●]
	Dinesh Bajaj	420	Negligible	420	[●]
	Total (B)	**34,05,438**	**21.57**	**34,05,438**	**[●]**
	Total(A+B)	**1,57,84,530**	**100.00**	**1,57,84,530**	**[●]**

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

Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in Rs.)
Rajendra Seksaria	1,23,79,092	1.45

13. None of our Directors or Key Managerial Personnel Hold Equity Shares in our Company, other than as set forth below:

Name of the Directors	No. of Equity Shares held	Pre-Issue percentage of Shareholding
Rajendra Seksaria	1,23,79,092	78.43
Dinesh Bajaj	420	Negligible
Total	**1,23,79,512**	**78.43**

14. Particulars of top ten shareholders and the number of Equity Shares held by them are set forth below:

(a) Particulars of the top ten shareholders as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Rajendra Seksaria	1,23,79,092	78.43
2.	Rajendra Seksaria HUF	26,74,980	16.95

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
3.	Sangeeta Seksaria (w/o Rajendra Seksaria)	4,51,638	2.86
4.	Satish Raghani	2,25,000	1.43
5.	Komal Raghani	52,500	0.33
6.	Siddharth Awasthi	900	0.01
7.	Dinesh Bajaj	420	Negligible
	Total	**1,57,84,530**	**100.00**

(b) Particulars of top ten shareholders ten days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of the then existing paid up share capital
1.	Rajendra Seksaria	82,52,728	78.43
2.	Rajendra Seksaria HUF	17,83,320	16.95
3.	Sangeeta Seksaria (w/o Rajendra Seksaria)	3,01,092	2.86
4.	Satish Raghani	1,50,000	1.43
5.	Komal Raghani	35,000	0.33
6.	Siddharth Awasthi	600	0.01
7.	Dinesh Bajaj	280	Negligible
	Total	**1,05,23,020**	**100.00**

(c) Particulars of the shareholders two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of the then existing paid up share capital
1.	Rajendra Seksaria	27,85,300	59.82
2.	Sangeeta Seksaria (w/o Rajendra Seksaria)	390	Negligible
3.	Rajendra Seksaria HUF	6,37,000	13.68
4.	Foxin Technologies Pvt Ltd	12,33,750	26.50
	Total	**46,56,400**	**100.00**

15. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

16. Neither the Book Running Lead Managers viz. Pantomath Capital Advisors Private Limited and Gretex Corporate Services Private Limited, nor their associates hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

17. The BRLMs, Syndicate Members and any persons related to the BRLMs and Syndicate Members (other than Mutual Funds sponsored by entities related to the BRLMs) cannot apply in the Issue. However, the associates and affiliates of the BRLMs and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the Net QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

18. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for 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, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

19. None of our Promoter, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

20. Our Company, our Promoter, our Directors and the Book Running Lead Managers 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 this Draft Red Herring Prospectus.
21. There are no safety net arrangements for this public issue.
22. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot and multiple of one share thereafter, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for 3 years.
23. Under-subscription in the net Issue, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and the BSE.
24. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
25. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
26. The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation to QIBs on a proportionate basis. Provided that our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion, to Anchor Investors, on a discretionary basis (Anchor Investor Portion). 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further not less than 15 % of the Net issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.
27. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
28. The Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
34. We have 7 (Seven) Shareholders as on the date of this Draft Red Herring Prospectus.
35. Our Promoter and the members of our Promoter Group will not participate in this Issue.
36. Our Company has not made any public issue since its incorporation.
37. This Issue is being made under Rule 19(2)(b) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations.

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

39. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2014, 2015, 2016, 2017 and 2018 please refer "*Financial Statements as Restated*" on page 177 of this Draft Red Herring Prospectus.

OBJECTS OF THE ISSUE

Requirement of Funds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs [●] lakhs (the "**Net Proceeds**").

We intend to utilize the Net Proceeds towards the following objects:

1. Purchase of New Plant and Machinery;
2. Funding the working capital requirements of our Company;
3. Prepayment/ repayment of certain debt facilities availed by our Company; and
4. General corporate purposes.

(Collectively, herein referred to as the "**Objects**")

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

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

Issue Proceeds

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

(Rs in lakhs)

Particulars	Estimated amount
Gross Proceeds for the Issue	[●]
(Less) Issue related expenses	[●]
Net Proceeds	[●]

Utilisation of Net Proceeds

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

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
1.	Purchase of New Plant and Machinery	812.90	[●]	[●]
2.	Funding the working capital requirements of our Company	2,150.00	[●]	[●]
3.	Prepayment/ repayment of certain debt facilities availed by our Company	1,000.00		
4.	General corporate purposes*	[●]	[●]	[●]

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

Schedule of Implementation and Deployment of Funds

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

(*Rs. In lakhs*)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2019)
1.	Purchase of New Plant and Machinery	812.90	812.90
2.	Funding the working capital requirements of our Company	2,150.00	2,150.00
3.	Prepayment/ repayment of certain debt facilities availed by our Company	1,000.00	1,000.00
4.	General corporate purposes*	[●]	[●]

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

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

Means of Finance

Purchase of new plant and machinery will be funded entirely through net proceeds of the issue. The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs. 2,150.00 lakhs and balance through internal accruals/ net worth and bank finance. Further, our Company would re-pay/ pre-pay debt facilities to the extent of Rs. 1,000.00 lakhs from the Net Proceeds.

(Rs in lakhs)

Objects of the Issue	Amount Required	IPO Proceeds	Internal Accruals/ Net worth/	Secured and Unsecured Financing from Banks and Others
Purchase of New Plant and Machinery	812.90	812.90	-	-
Funding the working capital requirements of Our Company	15,142.39	2,150.00	2,136.59	10,855.80
Prepayment/ repayment of certain debt facilities availed by our Company	1,000.00	1,000.00	-	-
General corporate purposes	[●]	[●]	-	-

Accordingly, we confirm that we are in compliance with the 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 amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank, financial institution or any other external agency. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Details of the Objects

1. **Purchase of New Plant and Machinery:**

Our company is engaged in the business of distribution of IT products and Telecom products. We intend to purchase new plant and machinery to set up new manufacturing unit at property owned by our Company at Anmol

South City Infra Park, Plot No. B4 & B5, Mouza Jagadishpur, P.S Liluah, District Howrah -711 205, West Bengal for manufacturing of Foxin brand products We propose to utilize an aggregate of Rs. 812.90 lakhs from the net proceeds of the issue towards purchase of new plant and machinery.

Estimated Cost

The total estimated cost of new Plant and Machinery is Rs. 812.90 lakhs. The estimated total cost for setting up of new manufacturing facility has been estimated by our management in accordance with our business plan approved by our Board of Directors pursuant to its meeting dated September 18, 2018 and quotations received from third party suppliers.

The detailed list of plant and machinery to be acquired by the company is:

Sr. No.	Particulars	Quantity/ Weight/ Area	Amount (Rs. In Lakhs)*	Suppliers	Date of Quotation
1.	Mantis (with USC, No Vacuum Assist)	2	88.40	Essesmtronics India Pvt. Ltd.	September 10, 2018
2.	PARA-4C-G2 PARAQUDA-4C-G2, Inline Version,	2	162.09		
3.	RO400FC-C : Full Convection Reflow Oven With 5 Heating Zones And One Cooling Zone Chain Conveyor With Motorized Width Adjustment, Programmable Speed, NOS 2.00 30,70,000.00 0.00 61,40,000.00 400mm transport width, 2 exhaust connections, microprocessor control with LCD display for soldering or curing profile storage	2	61.40		
4.	CUBUS-L-S COMPONENT STORAGE SYSTEM LARGE	1	67.50		
5.	PC-eMIS "eMIS Basic Software	1	3.19		
6.	PC-eMIS-TRH Programmable Traceabilty Barcode	1	10.48		
7.	X-Ray Inspection Systems	1	275.69	Leaptech Corporation[1]	September 12, 2018
8.	Automatic Inspection Systems (AOI & SPI)	1	97.94		
9.	In-Circuit Testers (MDA)	1	23.22		
10.	Rework Stations	1	19.59		
11.	Automated Conveyor System	1	3.40	Pragati Industries	September 15, 2018
	Total		**812.90**		

** All amounts are exclusive of applicable taxes*

No second-hand machinery or material is proposed to be purchased out of the aforesaid objects. The abovementioned Plant and Machinery is proposed to be acquired in a ready-to use condition.

We have not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the machinery at the same costs. The quantity of the machinery is based on the estimates of our management. Our Company shall have the flexibility to deploy the machinery and material at additional manufacturing facility, according to the business requirements of such facility, which are dynamic, which may evolve with the passage of time and based on the estimates of our management.

(1)The Quotations in Foreign Currency haven been converted into Indian Rupees using the exchange rate of Rs. 72.55 per USD in effect as on September 12, 2018, as notified by the Central Board of Indirect Taxes and Customs Ministry of Finance, Government of India, vide Notification No. 77/2018 dated September 06, 2018.

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

2. Funding the working capital requirements of our Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth and financing from various banks, financial institutions and body corporates. As on March 31, 2018, the amount outstanding on our Company's fund based working capital facilities (including trade advance for inventory funding) was Rs. 5,984.32 lakhs as per restated standalone financial statements. For further details, please refer to the chapter titled *"Financial Indebtedness"* beginning on page 194 of this Draft Red Herring Prospectus.

Our Company's existing working capital requirement and funding on the basis of Restated Financial Information as of March 31, 2017 and March 31, 2018:

(Rs. in lakhs)

Particulars	March 31, 2017 (Actuals)	March 31, 2018 (Actuals)
Current Assets		
Inventories	6,424.98	6,804.51
Trade Receivables	6,449.61	7,624.06
Cash and Bank Balances	18.75	13.71
Short Term Loans & Advances and Other Current Assets	734.56	2,714.67
Total (A)	**13,627.90**	**17,156.95**
Current Liabilities		
Trade Payables	5,248.32	5,579.57
Other Current Liabilities & Short Term Provisions	470.02	650.19
Total (B)	**5,718.34**	**6,229.76**
Total Working Capital (A)-(B)	**7,909.56**	**10,927.19**
Existing Funding Pattern		
Cash Credit Limit from Bank	904.18	1,905.86
Clean Facility from Bank	1,633.69	2,342.66
Buyer's Credit facility from Bank	1,329.30	806.98
Short Term Loans from Body Corporates	1,696.46	2,335.80
Loans from Related Parties	388.45	474.60
Internal accruals/Net Worth	1,957.48	3,061.29

Basis of estimation of working capital requirement

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated September 28, 2018 has approved the business plan for the Fiscal 2019. The projected working capital requirements for Fiscal 2019 is stated below:

(Rs. in lakhs)

Particulars	March 31, 2019 (Estimates)
Current Assets (A)	
Inventories	8,677.56
Trade Receivables	9,448.88
Cash and Bank Balances	21.51
Short term Loans & Advances and Other Current Assets	2,353.39
Total (A)	**20,501.34**
Current Liabilities (B)	
Trade Payables	4,857.37
Other Current Liabilities & Short term Provision	501.58

Particulars	March 31, 2019 (Estimates)
Total (B)	**5,358.95**
Total Working Capital (A)-(B)	**15,142.39**
Funding Pattern	
IPO Proceeds	2,150.00
Cash Credit and Inventory Limits from Banks	5500.00
Inventory Limit from Financial Institution	2000.00
Buyer's Credit facility from Bank	2800.00
Loans from Body Corporates payable on demand	555.80
Internal Accruals/Net worth	2,136.59

Assumption for working capital requirements

(In months)

Particulars	Holding Level for March 31, 2017 (Actual)	Holding Level for March 31, 2018 (Actual)	Holding Level for March 31, 2019 (Estimated)
Current Assets			
Inventories	1.11	1.16	1.20
Trade Receivables	1.19	1.39	1.40
Current Liabilities			
Trade Payables	1.01	1.07	0.75

Justification for "Holding Period" levels

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

Current Assets/ Current Liabilities	Justification for Holding Levels
Inventories	We have assumed inventories holding level of 1.20 months in the financial year 2018-19 which is almost in line with the holding level of financial year 2017-18 as, we intend to continue the same holding policy and expect the same clearance levels as maintained in past.
Trade receivables	We have assumed trade receivables credit period of 1.40 months in the financial year 2018-19 which is in line with the credit period of financial year 2017-18 as we expect to realise our receivables in the same manner as done previously to grow our operations.
Trade Payables	We have assumed trade payables credit period of 0.75 month for the financial year 2018-19 as against 1.07 months in the financial year 2017-18, as going forward, we intend to pay our creditors more quickly than past as more funds would be available with us through our proposed initial public offer which would help us in paying our liabilities quickly. This would help us in maintaining good terms with our creditors. This would help us to avail good cash discounts and negotiate with our vendors on better price to our advantage.

Our Company proposes to utilize Rs. 2,150.00 lakhs of the Net Proceeds in Fiscal 2019 towards our working capital requirements. The balance portion of our working capital requirement for the Fiscal 2019 will be arranged from existing bank loans, loans from body corporates and related parties and internal accruals/ networth.

Pursuant to the certificate dated September 28, 2018, M/s Gupta Agarwal & Associates, Chartered Accountants, have verified the working capital requirements for the Financial Years 2017 and 2018 from the Restated Standalone Financial Information and working capital estimates for the financial year 2019 as approved by the Board pursuant to its resolution dated September 28, 2018.

3. Prepayment/ repayment of certain debt facilities availed by our Company

Our Company has entered into various financing arrangements with banks, financial institutions and body corporates. Further, our Company has obtained borrowings from various related parties also. The loan facilities entered into by our Company include borrowings in the form of term loans and fund based and non-fund based facilities. For further details, including indicative terms and conditions of such loan facilities, see "*Financial Indebtedness*" beginning on page 194 of this Draft Red Herring Prospectus. As at August 31, 2018, the amount outstanding under the loan facilities (all or part of which are proposed to be repaid to the extent of Rs. 1,000.00 lakhs from the Objects of the Issue) availed by our Company was Rs. 7,970.84 lakhs on a standalone basis. Our Company may avail further loans after the date of this Draft Red Herring Prospectus.

Our Company proposes to utilise an aggregate amount of Rs. 1,000.00 lakhs from the Net Proceeds towards full or partial repayment or prepayment of certain borrowings availed by our Company from various banks, financial institutions, body corporates and related parties. The selection and extent of loans proposed to be repaid from our Company's borrowings mentioned below will be based on various commercial considerations including, among others, the costs, expenses and charges relating to the facility including interest rate of the relevant loan, the amount of the loan outstanding, the remaining tenor of the loan, presence of onerous terms and conditions under the facility, levy of any prepayment penalties and the quantum thereof, provisions of any law, rules, regulations governing such borrowings, terms of prepayment to lenders, if any and mix of credit facilities provided by lenders.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced loans or repayment of any additional loan facilities obtained by it. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of loans (including refinanced or additional loans availed, if any), in part or full, would not exceed ` 1,000.00 lakhs. The prepayment or repayment will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The following table provides details of loans availed by our Company as on August 31, 2018 on a standalone basis, out of which all or any of the facilities may be prepaid or repaid, in full or in part, from the Net Proceeds to the extent of an aggregate amount of Rs. 1,000.00 lakhs:

S. No.	Name of Lender	Nature of the Borrowings and Date of Sanction Letter	Purpose of the Loan	Rate of Interest (%)	Sanctioned Amount (in lakhs) as on August 31, 2018	Amount Outstanding as on August 31, 2018 (including interest (Rs. in lakhs)	Tenure	Pre-payment Charges/Penalty
1	HDFC Bank	Vehicle Loan / October 14, 2015	For Car Purchase	9.35%	55.00	18.32	48 months	NIL
2	HDFC Bank	Term Loan / May 16, 2018	For Construction of Property	9.25%	700.00	479.58	48 months	NIL
3	HDFC Bank	Cash Credit / May 16, 2018*	Working Capital Limit	9.25% p.a. MCLR +1.10 % (Curre	3000.00	941.90	12 months / 15.07.2019 whichever is earlier	NIL

S. No.	Name of Lender	Nature of the Borrowings and Date of Sanction Letter	Purpose of the Loan	Rate of Interest (%)	Sanctioned Amount (in lakhs) as on August 31, 2018	Amount Outstanding as on August 31, 2018 (including interest (Rs. in lakhs)	Tenure	Pre-payment Charges/Penalty
				nt MCLR 8.15%)				
4	HDFC Bank	Buyer's Credit / May 16, 2018*	Short Term Loan	1.00% p.a.	4000.00	1579.21	12 Months/ 15.07.2019 whichever is earlier	NIL
5	TATA Capital Financial Services Limited	January 04, 2018	CF-Channel Finance/ Inventory Funding facility/ Trade Advance-Lenovo (India) Pvt. Ltd.	10.00% p.a. i.e. ROI equal to STLR less 7.00%	1000.00	1105.40	12 months	NIL
6	TATA Capital Financial Services Limited	January 04, 2018	CF-Channel Finance/ Inventory Funding facility/ Trade Advance-Samsung India Electronics Pvt. Ltd.	10.00% p.a. i.e. ROI equal to STLR less 7.00%	1000.00	679.57	12 months	NIL
7	VISU Leasing & Finance Pvt Ltd	Unsecured Loan / December 27, 2017	Working Capital Facility	14% (ROI) per annum calculated on 365 days basis	500.00	316.71	12 months from the date of signing the master facility agreement	NIL
8	TATA Capital Financial	January 31, 2018	Term Loan	10.5%	300.00	183.32	17.5 months	NIL

S. No.	Name of Lender	Nature of the Borrowings and Date of Sanction Letter	Purpose of the Loan	Rate of Interest (%)	Sanctioned Amount (in lakhs) as on August 31, 2018	Amount Outstanding as on August 31, 2018 (including interest (Rs. in lakhs)	Tenure	Pre-payment Charges/Penalty
	Services Ltd							
9	Alert Consultants & Credit Pvt Ltd**	Unsecured Loan / September 22, 2017	Business Loan	11%	50.00	50.94	123 days	NIL
10	Shatakshi Mudra Investment Pvt Ltd	Unsecured Loan / September 25, 2017	Business Loan	14%	50.00	50.53	On Demand	NIL
11	Pleasant Niryat Pvt Ltd	Unsecured Loan / July 24, 2018	Business Loan	12%	35.00	35.08	120 Days	NIL
12	Chetak Agencies Pvt Ltd	Unsecured Loan / August 30, 2018	Business Loan	11%	29.00	29.94	December 28, 2018	NIL
13	Kokila Suppliers Pvt Ltd	Unsecured Loan / September 22, 2017	Business Loan	11%	25.00	25.48	On Demand	NIL
14	Subhlaxmi Agency Pvt Ltd	Unsecured Loan / May 29, 2018	Business Loan	11%	25.00	25.43	120 days	NIL
15	Maroo Finance Pvt Ltd***	Unsecured Loan / March 13, 2018	Business Loan	11%	25.00	25.14	120 days	NIL
16	EMAR Fiscal Services Pvt Ltd	Unsecured Loan/ July 24, 2018	Business Loan	12%	25.00	25.05	120 days	NIL
17	Goodluck Fabtrade Pvt Ltd	Unsecured Loan/ August 1, 2018	Business Loan	12%	18.00	18.00	120 days	NIL
18	Axis Bank	January 20, 2018	Inventory financing	3 months MCLR + 0.65% p.a. Current effective rate is 8.65% p.a.	Regular Limit (renewal at existing level) – 2200.00 Peak/Adhoc Limit – 300.00 (continuation at existing level)	2057.14	90 days from the date of drawdown	NIL

S. No.	Name of Lender	Nature of the Borrowings and Date of Sanction Letter	Purpose of the Loan	Rate of Interest (%)	Sanctioned Amount (in lakhs) as on August 31, 2018	Amount Outstanding as on August 31, 2018 (including interest (Rs. in lakhs)	Tenure	Pre-payment Charges/Penalty
19	Rajendra Seksaria (HUF)	October 3, 2017	Unsecured Business Loan	12 % pa	100.00	32.30	On Demand	NIL
20	Venkatesh International Exim Pvt. Ltd.	September 17, 2016	Unsecured Business Loan	11 % pa	100.00	40.50	On Demand	NIL
21	Sangeeta Seksaria	June 25, 2013	Unsecured Business Loan	12 % pa	300.00	15.30	On Demand	NIL
22	Rajendra Seksaria	June 17, 2013	Unsecured Business Loan	12 % pa	400.00	236.00	On Demand	NIL
				Total	**13,937.00**	**7,970.84**		

** The aforesaid loans have been renewed on September 17, 2018.*
*** Company has applied for extension vide its letter dated September 20, 2018.*
**** Company has applied for extension vide its letter dated July 11,, 2018.*

As certified by Prashant Shah & Co., Chartered Accountants, pursuant to their certificate dated September 26, 2018, the abovementioned loans have been deployed towards the purposes mentioned in the respective loan agreements.

In due course of business, due to various operational benefits, our Company may explore possibilities of other banks participating in existing loans either in full or in part, including the loans mentioned above. Some of our financing agreements provide for the levy of prepayment penalties. In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of its internal accruals.

4. General Corporate Purposes

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

(i) strategic initiatives

(ii) brand building and strengthening of marketing activities; and

(iii) on-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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

Issue related expenses

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

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	[●]	[●]	[●]
Regulatory fees	[●]	[●]	[●]
Marketing and Other Expenses	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

As on the date of this Draft Red Herring Prospectus, our Company has incurred Rs. [●] Lakhs towards Issue Expenses out of internal accruals.

***SCSBs will be entitled to a processing fee of Rs. [●]/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.*

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

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

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

Bridge Financing

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

Appraisal by Appraising Agency

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

Interim use of Funds

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

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

Monitoring utilization of Funds

As the size of the Issue does not exceed Rs 10,000 lakhs in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Red Herring Prospectus.

Variation in objects

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

Other Confirmations

Except the borrowings obtained from the related parties mentioned above, which may be repaid out of the Net Proceeds, if selected, no part of the Net Proceeds will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel or Group Companies, except in the normal course of business and in compliance with applicable law.

SECTION IV: PARTICULARS OF THE ISSUE

BASIC TERMS OF THE ISSUE

Authority for the Issue

The present issue of up to 64,48,000 equity shares in terms of Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 08, 2018 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on September 03, 2018.

Ranking of Equity Shares

The Equity Shares being issued under the Issue shall be subject to the provisions of our Memorandum and Articles and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividends. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends or any other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please refer to the chapter titled "*Main Provisions of Articles of Association"* beginning on page 290 of this Draft Red Herring Prospectus.

Terms of the Issue

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

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

Face Value	Each Equity Share shall have the face value of **Rs.**10.00 each.
Issue Price	Each Equity Share is being issued at a price of **Rs.** [●] each and is [●] times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is [●] and the multiple of [●]; subject to a minimum allotment of [●] Equity Shares to the successful bidders.
Terms of Payment	100% of the Issue price of **Rs.** [●] each shall be payable on Application. For more details please refer to the chapter titled *"Issue Procedure"* beginning on page 241 of this Draft Red Herring Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company. 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 the Company after the date of Allotment. For further details, please refer to the chapter titled *"Main Provisions of Articles of Association"* beginning on page 290 of this Draft Red Herring Prospectus.

Minimum Subscription

In accordance with Regulation 106P (1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation 106P (1) of SEBI (ICDR) Regulations the underwriting shall not be restricted up to the minimum subscription level.

If our Company does not receive the subscription of 100% of the Issue including devolvement on Underwriters within 60 (Sixty) days from the date of closure of the issue, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed in the Companies Act.

Further, in accordance with Regulation 106R of SEBI (ICDR) Regulations, no allotment shall be made pursuant to the Issue, if the number of prospective allottees is less than 50 (fifty). For further details, please refer to chapter titled "*Terms of the Issue*" beginning on page 230 of this Draft Red Herring Prospectus.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Book Running Lead Managers on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is Rs.10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the higher end of the Price Band. Investors should also refer *"Our Business", "Risk Factors"* and *"Financial Statements as Restated"* beginning on pages 124, 19 and 177 respectively, of this Draft Red Herring Prospectus, to have an informed view before making an investment decision.

Qualitative Factors

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

- Association with Top Global Brands;
- ;Wide range of product offering
- Leveraging the experience of our Promoter;
- Proficient Management Team;
- Strong Distribution Network; and
- Long term vendor/client relationships.

For further details, refer to heading "*Our Competitive Strengths*" under chapter titled "*Our Business"* beginning on page 124 of this Draft Red Herring Prospectus.

Quantitative Factors

The information presented below relating to the Company is based on the restated standalone and consolidated financial statements of the Company for the Financial Years 2018, 2017 and 2016 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI ICDR Regulations. For details, refer chapter titled *"Financial Statements as Restated"* beginning on page 177 of this Draft Red Herring Prospectus. Some of the quantitative factors, which may form the basis for computing the Issue Price, are as follows:

1. Earnings per Share (EPS):

As per Restated Consolidated Financial Statements:

Year ended	Basic & Diluted EPS (Rs.)	Weight
March 31, 2018	7.05	NA*
March 31, 2017	NA*	NA*
March 31, 2016	NA*	NA*
Weighted Average		**NA***

**Since BSPL HK Private Limited became the subsidiary of our Company in the financial year 2017-18 only, Restated Consolidated Financial Statements have been prepared only for the financial year ended March 31, 2018, and therefore, Basic & Diluted EPS for the year ended March 31, 2017 and 2016 and weighted average EPS on restated consolidated basis are not applicable.*

As per Restated Standalone Financial Statements:

Year ended	Basic & Diluted EPS (Rs.)	Weight
March 31, 2018	7.06	3
March 31, 2017	6.51	2
March 31, 2016	2.70	1
Weighted Average		**6.15**

Notes:

1. *Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the period/ year adjusted by the number of Equity Shares issued during year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year. The figures disclosed above are based on the Restated Summary Financial Information of our Company.*
2. *The face value of each Equity Share is ₹ 10.*

3. *Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.*
4. *Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/period.*
5. *Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/period.*
6. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal] / [Total of weights].*
7. *On September 27, 2018, our Company allotted 52,61,510 Equity Shares to its existing shareholders in the ratio of 1 Equity Share for every 2 Equity Share held, as fully paid Bonus Shares. For the purpose of calculating the Basic and Diluted Earnings per Share (EPS) above, the weighted average number of equity shares have been adjusted for these bonus shares.*

2. Price to Earnings (P/E) ratio in relation to Price Band of Rs. [●] to Rs. [●] per Equity Share of face value Rs. 10 each fully paid up.

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on Restated Consolidated Financial Statements		
P/E ratio based on Basic & Diluted EPS for FY 2017-18	[●]	[●]
P/E ratio based on Weighted Average Basic & Diluted EPS	NA*	NA*
Based on Restated Standalone Financial Statements		
P/E ratio based on Basic & Diluted EPS for FY 2017-18	[●]	[●]
P/E ratio based on Weighted Average Basic & Diluted EPS	[●]	[●]
Industry P/E Ratio**		
Highest	21.08	
Lowest	8.41	
Average	16.84	

**Since BSPL HK Private Limited became the subsidiary of our Company in the financial year 2017-18 only, Restated Consolidated Financial Statements have been prepared only for the financial year ended March 31, 2018, and therefore, Basic & Diluted EPS for the year ended March 31, 2017 and 2016 and weighted average EPS on restated consolidated basis are not applicable.*

***Industry composite comprises of Redington (India) Limited, Compuage Infocom Limited and Creative Peripherals and Distribution Limited.*

3. Return on Net worth (RoNW):

As per Restated Consolidated Financial Statements:

Year ended	RoNW (%)	Weight
March 31, 2018	26.20	NA*
March 31, 2017	NA*	NA*
March 31, 2016	NA*	NA*
Weighted Average	**NA***	

**Since BSPL HK Private Limited became the subsidiary of our Company in the financial year 2017-18 only, Restated Consolidated Financial Statements have been prepared only for the financial year ended March 31, 2018, and therefore, Return on Net Worth for the year ended March 31, 2017 and 2016 and weighted average Return on Net Worth on restated consolidated basis are not applicable.*

As per Restated Standalone Financial Statements:

Year ended	RoNW (%)	Weight
March 31, 2018	26.22	3
March 31, 2017	34.32	2
March 31, 2016	21.65	1
Weighted Average	**28.16**	

Notes:

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

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre Issue EPS for the year ended March 31, 2018:

As per Restated Consolidated Financial Statements:

Particulars	(%)
On the Basis of Pre Issue Basic & Diluted EPS	
At Cap price	[●]
At Floor price	[●]

As per Restated Standalone Financial Statements:

Particulars	(%)
On the Basis of Pre Issue Basic & Diluted EPS	
At Cap price	[●]
At Floor price	[●]

5. Net Asset Value (NAV) per share:

Particulars	Amount per share (Rs.) on the basis of Restated Consolidated Financial Statements	Amount per share (Rs.) on the basis of Restated Standalone Financial Statements
Net Asset Value per Equity Share as of March 31, 2018	26.50	26.51
Net Asset Value per Equity Share after the Issue - At Cap Price	[●]	[●]
Net Asset Value per Equity Share after the Issue - At Floor Price	[●]	[●]
Issue Price per equity share	[●]	[●]

Notes:

1. *Net Asset Value per Equity Share has been computed as Net Worth divided by closing number of equity shares.*
2. *Issue Price per equity share will be determined on conclusion of Book Building Process and will be updated in the final prospectus to be filed with the Registrar of Companies (ROC).*
3. *On September 27, 2018, our Company allotted 52,61,510 Equity Shares to its existing shareholders in the ratio of 1 Equity Share for every 2 Equity Share held as fully paid Bonus Shares. For the purpose of calculating the Net Assets Value per Share (NAV) above, the closing number of equity shares have been adjusted for these bonus shares.*

6. Comparison with listed industry peers:

Companies	CMP*	Basic and Diluted EPS	PE Ratio	RONW (%)	NAV (per share)	Face Value (per share)	Total Income (Rs. in Lakhs)
Balaji Solutions Limited	[●]	7.06	[●]	26.22	26.51	10.00	66,977.96
Peer Group**							
Redington (India) Limited	96.70	4.60	21.02	10.89	42.22	2.00	15,30,811.00
Compuage Infocom Limited	29.45	3.50	8.41	14.47	24.18	2.00	4,08,939.80
Creative Peripherals and Distribution Limited	105.80	5.02	21.08	10.33	48.19	10.00	25,095.84

** CMP for our Company is considered as Issue Price*
***Source: www.nseindia.com*

Notes:

1. *Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.*
2. *The figures for Balaji Solution Limited are based on the restated standalone financial statements for the year ended March 31, 2018.*
3. *The figures for the peer group are based on the standalone audited results for the year ended March 31, 2018.*
4. *Current Market Price (CMP) is the closing price of peer group scripts as on September 27, 2018 on NSE. However, CMP for our Company is the Final Price that will determined on completion of the Book Building Process and will be updated at the time of filing Final Prospectus with the ROC.*
5. *NAV per share is computed as the closing net worth divided by the closing outstanding number of paid up equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserve less miscellaneous expenditure not written off).*
6. *P/E Ratio has been computed based on the closing market price of peer group's equity shares on September 27, 2018 on NSE, as divided by the Basic EPS provided.*
7. *RoNW has been computed as net profit after tax divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserve less miscellaneous expenditure no written off).*

Balaji Solutions Limited is a Book Built issue and price band for the same shall be published 5 working days before opening of the issue in English and Hindi National newspapers and one regional newspaper with wide circulation.

The Issue Price of Rs. [●] has been determined by our Company, in consultation with the Book Running Lead Managers on the basis of the demand from investors for the Equity Shares through the Book- Building Process and is justified in view of the above qualitative and quantitative factors. Investors should read the above mentioned information along with "Our Business" "Risk Factors" and "Financial Statements" beginning on pages 124, 19 and 177 of this Draft Red Herring Prospectus, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors,
Balaji Solutions Limited,
Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902,
New Town, Rajarhat, Kolkata – 700 156

Dear Sirs,

Sub: Statement of possible special tax benefits ("the Statement") available to Balaji Solutions Limited ('the Company") and its shareholders prepared in accordance with the requirements in Schedule VIII-Part A-Clause (VII) (L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ("the Regulations")

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act') as applicable to the Financial Year 2018-19 relevant to Assessment Year 2019-20, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

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

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

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

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

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

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

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

For Gupta Agarwal & Associates,
Chartered Accountants,
Firm Registration No.: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535

Place: Kolkata

Date: September 28, 2018

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO BALAJI SOLUTIONS LIMITED ("THE COMPANY") AND IT'S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

1. **Special Tax Benefits 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:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement

You should consult your own Tax Advisors concerning the Indian Tax implications and consequences of purchasing, owning and disposing of equity shares in your particular situation.

For Gupta Agarwal & Associates,
Chartered Accountants,
Firm Registration No.: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535

Place: Kolkata
Date: September 28, 2018

SECTION V: ABOUT THE COMPANY AND THE INDUSTRY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements as Restated" and related notes beginning on page 19 and 177 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

THE WORLD ECONOMY

Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is 0.1 percentage point faster than projected in the fall and ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward by 0.2 percentage point to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes.

The effect of U.S. tax policy changes on U.S. growth is estimated to be positive through 2020, cumulating to 1.2 percent through that year, with a range of uncertainty around this central scenario. The cyclical upswing underway since mid-2016 has continued to strengthen. Some 120 economies, accounting for three quarters of world GDP, have seen a pickup in growth in year-on-year terms in 2017, the broadest synchronized global growth upsurge since 2010. Among advanced economies, growth in the third quarter of 2017 was higher than projected in the fall, notably in Germany, Japan, Korea, and the United States. Key emerging market and developing economies, including Brazil, China, and South Africa, also posted third-quarter growth stronger than the fall forecasts. High-frequency hard data and sentiment indicators point to a continuation of strong momentum in the fourth quarter. World trade has grown strongly in recent months, supported by a pickup in investment, particularly among advanced economies, and increased manufacturing output in Asia. Risks to the outlook are broadly balanced in the near term, but—as in the October 2017 WEO—remain skewed to the downside over the medium term. One notable threat to growth is a tightening of global financing terms from their current easy settings, either in the near term or later. Two common policy objectives tie advanced, emerging, and developing economies together. First, the need to raise potential output growth—through structural reforms to lift productivity and, especially in advanced economies with aging populations, enhance labor force participation rates—while making sure that the gains from growth are shared widely. Second, the imperative to increase resilience, including through proactive financial regulation and, where needed, balance sheet repair and strengthening fiscal buffers. Action is particularly important in a low-interest-rate, low-volatility environment with potential for disruptive portfolio adjustments and capital flow reversals.

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach $61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions

to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary man oeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become "an obsession in search of a justification." Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labor markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the "Cry of Wolf" trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of "This Time is Different" (stock valuations are sustainable this time because interest rates will remain at historic lows).

(Source: Economic Survey 2017-18 Volume 1 https://www.indiabudget.gov.in/

OUTLOOK FOR 2017-18

ECONOMIC ACTIVITY

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium-term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 1) and exports.

Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering.

Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding. On demonetization specifically, the cash to-GDP ratio has stabilized, suggesting a return to equilibrium. A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers.

Meanwhile, developments in the agriculture sector bear monitoring. Three crop-specific developments are evident. Sowing has been lower in both kharif and rabi, reducing the demand for labour. The acreage for kharif and rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farm gate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

Figure 1 GVA, GFCF and IIP
(Year-on-year, percent)

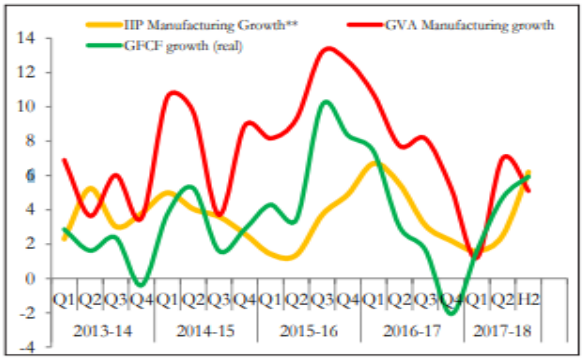
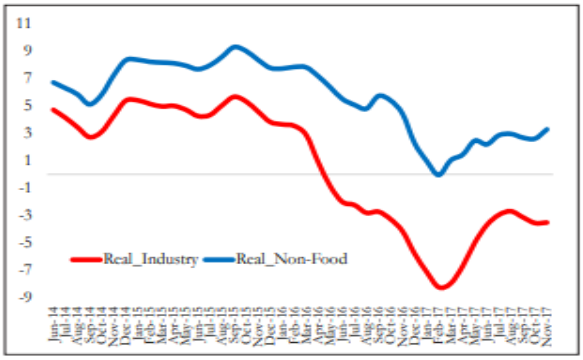


Figure 2 Real Credit Growth***
(Industry and Non-Food Credit, 3MMA, YOY)



Source: Economic Survey 2017-18 http://www.indiabudget.nic.in

MACRO ECONOMIC INDICATORS

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter. Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

After 13 months of continuously undershooting the inflation target by an average of 130 basis points, headline inflation for the first time crossed the RBI's 4 percent target in November, posting a rate of 5.2 percent in December 2017. The recent upswing in inflation stems from rising global oil prices (not all of which has been passed on to consumers), unseasonal increases in the prices of fruits and vegetables, and the 7th Pay Commission housing rent allowances, which mechanically increase inflation. Stripped of all these factors, underlying inflation has been increasing at a more modest pace, reaching 4.3 percent at end-December—in part because firms are passing the incidence of GST on to final consumers only gradually.

The current account deficit has also widened in 2017-18 and is expected to average about 1.5-2 percent of GDP for the year as a whole. The current account deficit is well below the 3 percent of GDP threshold beyond which vulnerability emerges. Meanwhile, foreign exchange reserves have reached a record level of about $432 billion (spot and forward) at end-December 2017, well above prudent norms.

Source: Economic Survey 2017-18 http://www.indiabudget.nic.in

Fiscal Deficit:

- Central Government is confident of achieving fiscal deficit of 3.2 per cent of GDP for 2017-18.

- The fiscal deficit during April-November 2017 has reached 112 per cent of budgeted expenditure as compared to 85.8 per cent during the corresponding period last year.
- Revenue and fiscal deficits of states as a percentage of corresponding budget estimates is lower in the current year as compared to the previous year.

GDP Growth:

- GDP growth expected to be between 6.5 and 6.75 per cent in 2017-18.
- Real GDP growth expected at 6.5 per cent in 2017-18
- GVA growth at basic prices is expected to be 6.1 per cent in 2017-18.

Inflation and monetary policy:

- Average retail inflation, measured by Consumer Price Index (CPI), in 2017-18 (April – December) seen at 3.3 per cent.
- Average Wholesale Price Index (WPI) inflation, in 2017-18 (April – December) seen at 2.9 per cent from 1.7 per cent in 2016-17.
- The Reserve Bank of India (RBI) has cut the repo rate by 25 basis points to 6.0 per cent in August 2017.

External Sector:

- The current account deficit has declined to reach about 1.8 per cent of GDP in the first half of FY2018.
- During April-December 2017, trade deficit increased by 46.4 per cent over corresponding period of previous year.
- During April-December 2017, exports grew 12.1 per cent to US$ 223.5 billion, while imports increased by 21.8 per cent to US$ 338.4 billion.
- Private transfer receipts, most of which is composed of remittances from Indians working abroad, increased by 10 per cent to US$ 33.5 billion in first half of 2017-18.

Performance of key sectors:

Agriculture and food management:

- The growth rate in Gross Value Added (GVA) by the agriculture and allied sectors is estimated to be 4.9 per cent for 2016-17, as per provisional estimates.
- The production of Kharif food-grains during 2017-18 is estimated at 134.7 million tonnes compared to 138.5 million tonnes in 2016-17.
- The area sown under rabi crops during 2017-18 has reached 61.78 million hectares as of January 19, 2018.
- Around 840,000 hectares of land was brought under micro-irrigation during 2016-17.
- Coverage of non-loanee farmers under the Pradhan Mantri Fasal Bima Yojana (PMFBY) increased 123.5 per cent in 2016-17 and the scheme is being implemented in 25 states/UTs in 2017. The scheme covers farmers from pre-sowing to post harvest against natural non-preventable risks.

Industries, corporate and infrastructure sector:

- Growth rate in the Gross Value Added (GVA) by the industrial sector was 5.6 per cent in 2016-17 and 5.8 per cent in the second quarter of 2017-18..
- During April-November 2017, the Index of Industrial Production (IIP) grew 3.2 per cent, while registering a growth rate of 8.4 per cent in November 2017, the highest in 25 months.
- The eight core infrastructure supportive industries, viz. coal, crude oil, natural gas, refinery products, fertilizers, steel, cement and electricity that have a total weight of nearly 40 per cent in the IIP, registered a cumulative growth of 3.9 per cent during April-November 2017.
- The performance of corporate sector highlighted that the growth in sales of more than 1700 non-government non-financial (NGNF) listed manufacturing companies was 9.5 per cent in Q2 2017-18 compared to 3.7 per cent in Q2 2016-17.
- As of September 2017, India had 115,530 km of national highways, 176,166 km of state highways and 53,26,166 km of other roads. Under the new umbrella program 'Bharatmala Pariyojana' the government is aiming holistic development of highways in the country.

Services Sector:

- The services sector is projected to grow at 8.3 per cent in 2017-18, as against 7.7 per cent in 2016-17.
- As per World Trade Organisation (WTO) data, India's share in the exports of commercial services in the world increased to 3.4 per cent in 2016 from 3.3 per cent in 2015.
- In terms of growth in tourism sector, between January-December 2017, Foreign Tourist Arrivals (FTAs) were 10.2 million with a growth of 15.6 per cent and foreign exchange earnings (FEE) were at US$ 27.7 billion with a growth of 20.8 per cent.

Public Finance:

- The growth in non-debt receipts at 4.58 per cent during April-November 2017 as against the growth rate of 25.8 per cent in the previous year.
- The realisation of the gross tax revenue during April-November 2017 as ratio of the budget estimates for 2017-18 was 56.9 per cent compared to 57.2 per cent in the corresponding period of the previous year.

Ease of Doing Business in India:

- Various reforms taken by the Government of India have led to increase in India's ranking in the World Bank's Ease of Doing Business Index from 130 in 2017 to 100 in 2018.
- India's ranking in the taxation and insolvency parameters improved by 53 and 33 spots, respectively, on the back of administrative reforms undertaken by the Government of India in the areas of taxation and passage of Insolvency and Bankruptcy Code (IBC), 2016.
- To improve the ease of doing business in the country, the government has taken various initiatives to improve contract enforcement. Over 1,000 redundant legislations have been scrapped.
- The Commercial Courts, Commercial Division and Commercial Appellate Division of High Courts Act, 2015 have been passed while intra-government litigation has been reduced.
- The National Judicial Data Grid (NJDG) is being expanded under which every high court in the country will be digitized very soon. The same was recognized in the rankings by the World Bank.

GST data and the Indian Economy:

- The number of indirect taxpayers in the country witnessed growth of 50 per cent to 9.8 million unique GST registrants, as of December 2017.
- India's internal trade in goods and services (excluding non-GST goods and services) at 60 per cent is even higher than that estimated in last year's economic survey.
- The current GST tax base (excluding exports) is around 6.5 to 7 million, broadly similar to the estimates of Revenue Neutral Rate Committee and GST Council.
- Based on the average collections from GST, the implied weighted average collection rate (incidence) is 15.6 per cent. This is similar to the estimate of 15-16 per cent made by the RNR committee.
- Non-agricultural workforce in the formal sector in India is considerably greater than previously held beliefs about the size of formal sector non-farm payroll. Estimates, on the basis of enterprise-based definition of employment, imply that nearly 53 per cent of non-agricultural workforce is in the formal sector.

Changing face of Science, Research and Technology in India

- Public expenditure on R&D as a percentage of GDP has remained constant between 0.6-0.7 per cent over the past two decades; however, in value terms, the gross expenditure on R&D has increased at a CAGR of 13.03 per cent from Rs 24,117 crore (US$ 3.8 billion) in 2004-05 to Rs 104,864 crore (US$ 16.5 billion) in 2016-17.
- The number of students enrolled in PhD programs in India has increased over the years, with 126,451 PhD enrolments in 2015-16, backed by concerted efforts by the Government of India such as increase in the number and quantum of fellowships like the Prime Minister Research Fellowships at the IITs.
- The number of annual publications in India grew 14 per cent between 2009-14, which increased India's share in global publications from 3.1 per cent in 2009 to 4.4 per cent in 2014.
- India was ranked 13 in 2017 by Nature Index, which publishes tables based on counts of high-quality research outputs based on natural sciences in the previous year.
- As per WIPO, India's Patent Filing Office is the 7th largest in the world with 45,658 registered patents as of 2015.

- About 200,000 patents were pending for examination as there were only 132 patent examiners as of 2016-17; however, the government has hired 450 patent examiners and created an expedited filing system for Indian residents in 2017, which will improve the existing patent system.
- In order to encourage investigator-led research, the Science and Engineering research Board (SERB) was established in 2008, which has sanctioned nearly 3,500 new R&D projects to individual scientists so far.
- India can become a global leader outright in various areas with willingness to invest and focus on key areas. For this purpose, the government has chosen few missions for their strategic importance and potential for societal impact such as National Mission on Dark Matter, National Mission on Genomics, National Mission on Energy Storage Systems, National Mission on Mathematics, National Mission on Cyber Physical Systems, and National Mission on Agriculture.

FISCAL DEVELOPMENTS

The fiscal deficit for the first eight months of 2017-18 reached 112 percent of the total for the year, far above the 89 percent norm (average of last 5 years), largely because of a shortfall in non-tax revenue, reflecting reduced dividends from government agencies and enterprises. Expenditure also progressed at a fast pace, reflecting the advancing of the budget cycle by a month which gave considerable leeway to the spending agencies to plan in advance and start implementation early in the financial year. Partially offsetting these trends will be disinvestment receipts which are likely to exceed budget targets.

GST revenue collections are surprisingly robust given that these are early days of such a disruptive change. Government measures to curb black money and encourage tax formalization, including demonetization and the GST, have increased personal income tax collections substantially (excluding the securities transactions tax). From about 2 percent of GDP between 2013-14 and 2015-16, they are likely to rise to 2.3 percent of GDP in 2017-18, a historic high. Precise estimates of the government's contribution to this improvement vary depending on the methodology used. An econometric exercise yields an estimate of Rs. 40,000 crores over the two fiscal years of 2016-17 and 2017- 18. Another based on comparing the difference in actual tax buoyancy in 2016-17 and 2017-18 over the previous seven-years' average buoyancy, yields an estimate of about Rs. 65,000 crores (both exclude the 25,000 crores collected under the Income Disclosure Scheme and Pradhan Mantri Garib Kalyaan Yojana). Thus, the sum of all government efforts increased income tax collections, thus far, between Rs. 65,000 and Rs. 90,000 crores. These numbers imply a substantial increase in reported incomes (and hence in formalization) of about 1.5 percent to 2.3 percent of GDP.

Another factor contributing to the rise in bond yields has been stepped-up Open Market Operations (OMO) by the RBI. This amounted to a net sale of about Rs. 90,000 crores during April-December 2017-18 (compared to a net redemption of Rs. 1.1 lakh crores during the same period in 2016-17) to sterilize the impact of foreign flows, themselves induced by high interest rates.

Source: Economic Survey 2017-18 http://www.indiabudget.nic.in

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent. Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private capex cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017- 18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through

excise tax reductions or by the oil marketing companies. And if higher oil prices require tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market "sudden stall" induced by sharp corrections to elevated stock prices. Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions. Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

Source: Economic Survey 2017-18 http://www.indiabudget.nic.in

IT and ITeS Industry in India

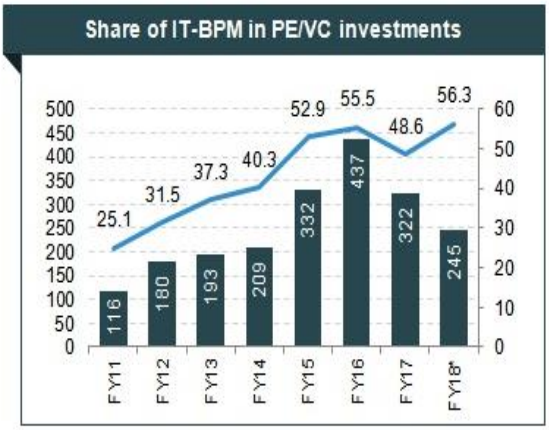
India is the world's largest sourcing destination, accounting for approximately 55 per cent of the US$ 185-190 billion market in 2017-18. The country's cost competitiveness in providing Information Technology (IT) services, which is approximately 3-4 times cheaper than the US, continues to be its Unique Selling Proposition (USP) in the global sourcing market.

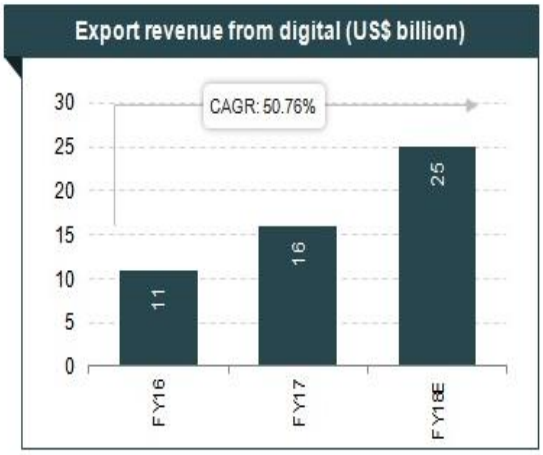
The sector ranks 3rd in India's total Foreign Direct Investment (FDI) share and has received US$ 29.825 billion of FDI inflows between April 2000 and December 2017.

India's highly qualified talent pool of technical graduates is one of the largest in the world and is available at a cost saving of 60-70 per cent to source countries.

Revenue of India's IT industry reached US$ 167 billion and exports stood at US$ 126 billion in 2017-18. The Business Process Outsourcing (BPO) segment accounted for 21.20 per cent of the total IT exports during FY18. India's IT-BPM sector is expected to expand to US$ 350 billion by 2025 and BPM is expected to account for US$ 50-55 billion out of the total revenue. Export revenue from digital segment forms about 20 per cent of the industry's total export revenue. Total export revenue of the industry is expected to grow 7-9 per cent year-on-year to US$ 135-137 billion in FY19.

The Government of India has extended tax holidays to the IT sector for software technology parks of India (STPI) and Special Economic Zones (SEZs). Further, the country is providing procedural ease and single window clearance for setting up facilities. Under Union Budget 2018-19, the government has announced setting up of a national level programme that will enable efforts in Artificial Intelligence (AI) and will help in leveraging AI technology for development works in the country.





Introduction

The global sourcing market in India continues to grow at a higher pace compared to the IT-BPM industry. India is the leading sourcing destination across the world, accounting for approximately 55 per cent market share of the US$ 185-190 billion global services sourcing business in 2017-18. Indian IT & ITeS companies have set up over 1,000 global delivery centres in about 80 countries across the world.

More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, cost savings of 60–70 per cent over source countries, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

India has become the digital capabilities hub of the world with around 75 per cent of global digital talent present in the country.

Market Size

The internet industry in India is likely to double to reach US$ 250 billion by 2020, growing to 7.5 per cent of gross domestic product (GDP). The number of internet users in India is expected to reach 730 million by 2020, supported by fast adoption of digital technology, according to a report by National Association of Software and Services Companies (NASSCOM).

Indian IT exports increased to US$ 126 billion in FY18 while domestic revenues (including hardware) advanced to US$ 41 billion.

Indian IT and BPM industry is expected to grow to US$ 350 billion by 2025 and BPM is expected to account for US$ 50-55 billion out of the total revenue.

Total spending on IT by banking and security firms in India is expected to grow 8.6 per cent year-on-year to US$ 7.8 billion by 2017.

India’s Personal Computer (PC) shipment advanced 11.4 per cent year-on-year to 9.56 million units in 2017 on the back of rise in the quantum of large projects.

Revenue from digital segment is expected to comprise 38 per cent of the forecasted US$ 350 billion industry revenue by 2025.

Investments/Developments

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows US$ 29.825 billion from April 2000 to December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Leading Indian IT firms like Infosys, Wipro, TCS and Tech Mahindra, are diversifying their offerings and showcasing leading ideas in blockchain, artificial intelligence to clients using innovation hubs, research and development centres, in order to create differentiated offerings.

Some of the major developments in the Indian IT and ITeS sector are as follows:

- Nasscom has launched an online platform which is aimed at up-skilling over 2 million technology professionals and skilling another 2 million potential employees and students.
- Revenue growth in the BFSI vertical reached nearly 9 per cent y-o-y in the fourth quarter of 2017-18.
- As of March 2018, there were over 1,140 GICs operating out of India.
- Private Equity (PE)/Venture Capital (VC) investments in India's IT & ITeS sector reached US$ 7.6 billion during April-December 2017.

Government Initiatives

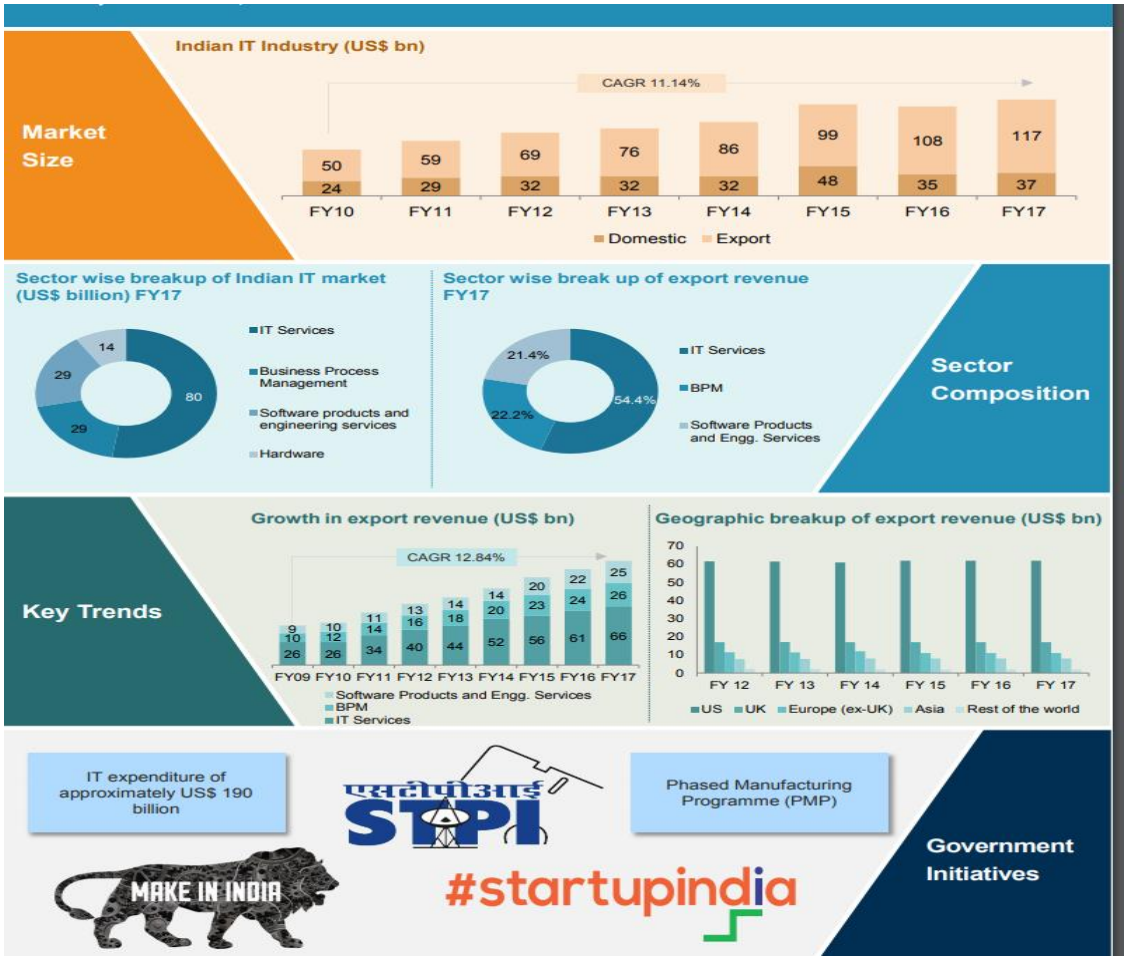
Some of the major initiatives taken by the government to promote IT and ITeS sector in India are as follows:

- As a part of Union Budget 2018-19, NITI Aayog is going to set up a national level programme that will enable efforts in AI* and will help in leveraging AI* technology for development works in the country.
- The Government of India is going to explore new opportunities in various sectors such as providing BPO service from home, digital healthcare and agriculture to achieve the target of making India a US$ 1 trillion digital economy.

Road Ahead

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Export revenue of the industry is expected to grow 7-9 per cent year-on-year to US$ 135-137 billion in FY19.

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



Source: https://www.ibef.org/industry/information-technology-india.aspx

Telecom Industry in India

Introduction

India is currently the world's second-largest telecommunications market with a subscriber base of 1.20 billion and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG). App downloads in the country grew approximately 215 per cent between 2015 and 2017.

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country.

The Indian telecom sector is expected to generate four million direct and indirect jobs over the next five years according to estimates by Randstad India. The employment opportunities are expected to be created due to combination of government's efforts to increase penetration in rural areas and the rapid increase in smartphone sales and rising internet usage.

Market Size

The mobile industry is expected to create a total economic value of Rs 14 trillion (US$ 217.37 billion) by the year 2020. It would generate around 3 million direct job opportunities and 2 million indirect jobs during this period@. India's smartphone market grew 14 per cent year-on-year to a total of 124 million shipments in 2017.

Rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India over the next five years, creating opportunities for new businesses. The monthly data usage per smartphone in India is expected to increase from 3.9 GB in 2017 to 18 GB by 2023.

Investments/Developments

With daily increasing subscriber base, there have been a lot of investments and developments in the sector. The industry has attracted FDI worth US$ 30.08 billion during the period April 2000 to December 2017, according to the data released by Department of Industrial Policy and Promotion (DIPP).

Some of the developments in the recent past are:

- During the first quarter of 2018, India became the world's fastest-growing market for mobile applications.
- Finnish telecommunication company Nokia, is going to collaborate with Indian telecom companies Bharti Airtel and BSNL to work on the roadmap for development of 5G technology and creating a conducive ecosystem for 5G in India.
- India telecommunication companies will be investing US$ 20 billion over the next two years for expansion of network and operations, stated Mr Akhil Gupta, Vice Chairman, Bharti Enterprise**.**

Government Initiatives

The government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. Some of the other major initiatives taken by the government are as follows:

- The Government of India is soon going to come out with a new National Telecom Policy 2018 in lieu of rapid technological advancement in the sector over the past few years. The policy has envisaged attracting investments worth US$ 100 billion in the sector by 2022.
- The Government of India is working to digitally connect the rural and remote regions in the country and has decided a new affordable tariff structure with the principle of more you use, less you pay. The changes will soon be reflected in tariff changes by service providers in the country.

Road Ahead

India will emerge as a leading player in the virtual world by having 700 million internet users of the 4.7 billion global users by 2025, as per a Microsoft report. Internet economy expected to touch Rs 10 trillion (US$ 155 billion) by 2018, contributing around 5 per cent to the country's GDP. With the government's favourable regulation policies and 4G services hitting the market, the Indian telecommunication sector is expected to witness fast growth in the next few years. The Government of India also plans to auction the 5G spectrum in bands like 3,300 MHz and 3,400 MHz to promote initiatives like Internet of Things (IoT), machine-to-machine communications, instant high definition video transfer as well as its Smart Cities initiative. The Indian mobile phone industry expects that the Government of India's boost to production of battery chargers will result in setting up of 365 factories, thereby generating 800,000 jobs by 2025.

Exchange Rate Used: INR 1 = US$ 0.016 as of March 1, 2018

Source: https://www.ibef.org/industry/telecommunications.aspx

Information Technology Industry at a Glance

Summary

The IT-BPM sector in India expanded at a CAGR of 10.71 per cent to US$ 167 billion in FY18E from US$ 74 billion in FY10, which is 3–4 times higher than the global IT-BPM growth. It is estimated that the size of the industry will grow to US$ 350 billion by 2025. India's highly qualified talent pool of technical graduates is one of the largest in the world, facilitating its emergence as a preferred destination for outsourcing, computer science/information technology accounts for the biggest chunk of India' fresh engineering talent pool, with more than 98 per cent of the colleges offering this stream. The sector ranks 3rd in India's total FDI share and accounts for approximately 37 per cent of total Private Equity and Venture investments in the country. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US$ 29.825 billion between April 2000 and December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP). India's IT industry contributed around 7.7 per cent to the country's GDP. IT industry employs nearly 3.97 million people in India of which 175,000 were added in FY17. The industry added around 1,05,000 jobs in FY18 and is expected to add over 100,000 jobs in FY19. IT industry is fuelling the growth of start-ups in India, with the presence of more than 5,200 start ups in India.

Segments of India's IT sector

1. **IT Services**
   - Market Size: US$ 80.08 billion during FY17E.
   - Over 81 per cent of revenue comes from the export market.
   - BFSI continues to be the major vertical of the IT sector.
   - IT services had 52 per cent share in total Indian IT sector revenues in 2017.
2. **Business Process Management**
   - Market size: US$ 29.26 billion during FY17E.
   - Around 87 per cent of revenue comes from the export market.
   - Market size of BPM industry to reach US$ 54 billion by FY25.
   - BPM segment had 19 per cent share in Indian IT sector revenues in 2017.
3. **Software products and engineering services**
   - Market size: US$ 29.26 billion during FY17E.
   - Over 83.9 per cent of revenue comes from exports.
   - The software products and engineering services segment grew 10.5 per cent in FY17.
   - It had 19 per cent share in Indian IT sector revenues in 2017.
4. **Hardware**
   - Market size: US$ 14 billion in FY17E.
   - The domestic market accounts for a significant share.
   - The segment had 9 per cent share in Indian IT sector revenues in 2017.

US, A major importer of IT services

US has traditionally been the biggest importer of Indian IT exports; over 62 per cent of Indian IT-BPM exports were absorbed by the US during FY17. Non-US-UK countries accounted for just 21 per cent of total Indian IT-BPM exports during FY17. As of FY17, US and UK are the leading customer markets with a combined share of nearly 80 per cent. However, there is growing demand from APAC, Latin America and Middle East Asia. Being the low-cost exporter of IT services, India is going to attract more markets in other regions in the same manner it tapped US markets.

Notable Trends

1. **Most lucrative sector for investments**

   The sector ranks 3rd in India's total FDI share and accounts for approximately 37 per cent of total Private Equity and Venture investments in the country. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US$ 29.825 billion between April

2000 and December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP).

2. **New technologies**

   Disruptive technologies, such as cloud computing, social media and data analytics, are offering new avenues of growth across verticals for IT companies. The SMAC (social, mobility, analytics, cloud) market is expected to grow to US$ 225 billion by 2020.

3. **Large players gaining advantage**

   Large players with a wide range of capabilities are gaining ground as they move from being simple maintenance providers to full service players, offering infrastructure, system integration and consulting services. Of the total revenue, about 80 per cent is contributed by 200 large and medium players.

4. **SMAC technologies, an inflection point for Indian IT**

   Social, Mobility, Analytics and Cloud (SMAC), a paradigm shift in IT-BPM approaches experienced until now, is leading to digitisation of the entire business model.

5. **Changing business dynamics**

   India's IT market is experiencing a significant shift from a few large-size deals to multiple smallsize ones. The number of start-ups in technology is expected to reach 50000, adding to around 2 per cent of GDP. Delivery models are being altered, as the business is moving to capital expenditure (capex) based models from operational expenditure (opex), from a vendor's frame of reference.

Digital Exports to be a major growth driver

- The global digital transformation market size is expected to rise at a CAGR of 18.56 per cent from US$ 1.2 trillion in 2017 to US$ 2 trillion in 2020.
- India's IT industry is increasingly focusing on digital opportunities as digital is poised to be a major segment in the next few years. It is also currently the fastest growing segment, growing over 30 per cent annually.
- Export revenue from digital segment already forms about 20 per cent of the industry's total export revenue as exports have grown at a CAGR of 50.76 per cent to an estimated US$ 25 billion in FY18.
- Revenue from digital is expected to comprise 38 per cent of the forecasted US$ 350 billion industry revenue by 2025.

(Source: IBEF –IT & ITeS Report, April 2018)

Service Sector in India

Introduction

The services sector is not only the dominant sector in India's GDP, but has also attracted significant foreign investment flows, contributed significantly to exports as well as provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

Market Size

The services sector is the key driver of India's economic growth. The sector is estimated to contribute around 54.0 per cent of India's Gross Value Added in 2017-18 and employed 28.6 per cent of the total population. India's net services exports during reached US$ 57.60 billion April-December 2017.

Nikkei India Services Purchasing Managers Index grew from 47.80 in February 2018 to 50.30 in March 2018, supported by growth in the growth in Information & Communications and Finance & Insurance.

As per Ministry of Statistics and Programme Implementation's second advance estimates of National Income 2017-18, services sector GVA is expected to grow to US$ 1,266.10 million in FY18.

According to a report called 'The India Opportunity' by leading research firm Market Research Store, the Indian mobile services market is expected to reach $37 billion in 2017 and grow by 10.3 per cent year-on-year to reach US$ 103.9 billion by 2020.

Out of overall services sector, the sub-sector comprising financial services, real estate and professional services contributed US$ 305.8 billion or 20.5 per cent to the GDP. The sub-sector of community, social and personal services contributed US$ 188.2 billion or 12.6 per cent to the GDP.

Investments

The Indian services sector which includes financial, banking, insurance, non-financial/business, outsourcing, research and development, courier and technical test analysis, has attracted FDI equity inflows in the period April 2000-December 2017, amounting to about US$ 64.10 billion according to the Department of Industrial Policy and Promotion (DIPP).

Some of the developments and major investments by companies in the services sector in the recent past are as follows:

- Private Equity (PE) investments in the hospitality industry rose nearly three-fold to US$ 119 million in 2017 from US$ 43.58 million in 2016. Hotel deals, including mergers and acquisitions, are expected to pick up further in 2018 as many premium hotel properties are up for sale.
- American fast food chain McDonalds is reopening 84 of its closed restaurants, increasing the total number of operational restaurants across north and east India to 169.
- National Skill Development Corporation has signed a tripartite Memorandum of Understanding (MoU) with Tourism and Hospitality Sector Skill Council (THSC) and Airbnb to impart hospitality skills training to hospitality micro-entrepreneurs in India.
- The domestic and foreign logistic companies are optimistic about prospects in the logistics sector in India, and are actively making investments plans to improve earnings and streamline operations.

Government Initiatives

The Government of India recognises the importance of promoting growth in services sectors and provides several incentives in wide variety of sectors such as health care, tourism, education, engineering, communications, transportation, information technology, banking, finance, management, among others.

Prime Minister Narendra Modi has stated that India's priority will be to work towards trade facilitation agreement (TFA) for services, which is expected to help in the smooth movement of professionals.

The Government of India has adopted a few initiatives in the recent past. Some of these are as follows:

- Under the Mid-Term Review of Foreign Trade Policy (2015-20), the Central Government increased incentives provided under Services Exports from India Scheme (SEIS) by two per cent.
- Ministry of Communications, Government of India, has launched DARPAN - “Digital Advancement of Rural Post Office for A New India” which is aimed at improving the quality of services, adding value to services and achieving “financial inclusion” of un-banked rural population.
- Ministry of Civil Aviation, Government of India, launched 'Digi Yatra', a digital platform for air travellers that aims to develop a digital ecosystem providing consistent service and a delightful experience at every touch point of the journey.
- The Ministry of Electronics and Information Technology has launched a services portal, which aims to provide seamless access to government services related to education, health, electricity, water and local services, justice and law, pensions and benefits, through a single window.

Road Ahead

Services sector growth is governed by both domestic and global factors. The Indian facilities management market is expected to grow at 17 per cent CAGR between 2015 and 2020 and surpass the US$19 billion mark supported by booming real estate, retail, and hospitality sectors. The performance of trade, hotels and restaurants, and transport, storage and communication sectors are expected to improve in FY17. The financing, insurance, real estate, and business services sectors are also expected to continue their good run in FY17.

The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of availability of GST input credit, which will result in the reduction in prices of services.

Exchange Rate Used: INR 1 = US$ 0.015 as on March 01, 2018.

Source: https://www.ibef.org/industry/services.aspx

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read the chapter titled "*Forward Looking Statements*" beginning on page 18 of this Draft Red Herring Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section *"Risk Factors*" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled "*Risk Factors*" and "*Financial Statements as Restated*" beginning on pages 19 and 177 respectively.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our", "ours" and "our Company" are to Balaji Solutions Limited and Group Entities as the case may be.

OVERVIEW OF OUR BUSINESS

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company got converted in to a public limited company pursuant to special resolution passed by the shareholders of our Company in their meeting held on March 03, 2008 and fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies, West Bengal on March 28, 2008. Our Company was again converted in to a private limited Company pursuant to special resolution passed by the members at their meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a Fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Again, our company got converted into a public limited company pursuant to special resolution passed by the shareholders at their meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh certificate of incorporation dated August 07, 2018. issued by the Registrar of Companies, Kolkata. The Corporate Identification number of our Company is U72900WB2001PLC092912. The registered and corporate office of our Company is situated at Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156. West Bengal, India

We are engaged in the business of distribution of IT and Telecom products. The registered office of our Company is situated at Kolkata, West Bengal. We also operate out of our 36 branches and 3 warehouses covering the geographical territories of the country.

Incorporated in the year 2001 under the leadership of Mr. Rajendra Seksaria, our Company is one of the leading IT hardware distribution houses in India. Our Company commenced its operations with reselling and redistribution of IT hardware products of brands like intel, canon etc in the local channel of Kolkata. The Head Quarter is based out of Kolkata and we operate in PAN India through a strong network of distributors and dealers. In order to cater to the growing and varied demand of IT and electronic products, our Company launched its own brand with the name "Foxin" which is dedicated to developing turnkey products to meet the demand of Indian customers. The brand was originally being operated through one of our Group Companies viz. "Foxin Technologies Private Limited" which was incorporated in the year 2006 and subsequently merged with our Company in the year 2016 vide an order dated September 5, 2016 passed by the Hon'ble High Court at Calcutta, for development of business and to reap the benefits of growing economies. Currently, we develop products like Monitors, keyboards, printing accessories, speakers, power banks and We offer wide range of products like Computer Hardware, Peripherals and Mobile Accessories. In the span of 12 years "Foxin" has reached to a large network channel across India and is penetrating rapidly in order to reach every two and three tier cities in India.

Our Company has partnered with various companies across the industry such as Toshiba, Lenovo, Dell, Biostar, Asus, Adata, Samsung, Oppo and HP for distribution of different products. Ours is a broad-based distribution model which is based on multiple products and multiple brand strategy. The focus is to capture a considerable market share in each of the product categories. Our Company operates in indirect sales model with a network of more than 140 distributors and more than 4800 dealers' catering to more than 700 districts. We act on a principal

to principal basis, purchasing in bulk directly from the brand owners and reselling to distributors and dealers. Our list of major clients involves Cloudtail India Pvt. Ltd., Flipkart India Pvt. Ltd., Caltron, etc.

Our Company, through its inhouse brand Foxin, aims at providing cost effective IT and electronic products to its customers while maintaining good service and after sales support at the same time. To ensure the same, has more than 70 service centers all over India for providing services to its customers and clients. Some of the service providers are owned by our Company whereas contracts have been entered into with independent Authorized Service Providers.

Our Promoter and Managing Director, Mr. Rajendra Seksaria is the guiding force behind the strategic decisions of our Company. Backed by vast experience, his industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues.

Our restated standalone total revenues stood at Rs. 66,977.96 Lakhs for the Fiscal 2018, Rs. 65,482.94 Lakhs for the Fiscal 2017 and Rs. 45,092.81 Lakhs for the Fiscal 2016 respectively. Our Restated Standalone PAT for the Fiscal 2018 was Rs. 1097.10 Lakhs, for the Fiscal 2017 was Rs. 971.99 Lakhs and for Fiscal 2016 was Rs. 402.76 Lakhs. Further, our Restated Consolidated PAT for Fiscal 2018 was Rs. 1,095.94 Lakhs.

Country wise Export Sales

Our Company has made Export Sales in F.Y 2017-2018 as per details given below:

Country	Amount (Rs. in lakhs)
Hong Kong	259.38
Singapore	517.19
China	54.07
UAE	203.28
USA	552.84
Total	1,586.76

Our Geographical Presence:

Registered/ Corporate Office: Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156

Branch Offices:

Regions	Locations where offices are situated
East	Kolkata, Siliguri, Ranchi, Guwahati, Bhubaneshwar, Patna, Agartala
West	Ahmedabad, Indore, Jabalpur, Raipur, Nagpur, Pune, Mumbai
North	New Delhi, West Delhi, Gurgaon, Jaipur, Bikaner, Ludhiana, Ghaziabad, Faridabad, Lucknow, Varanasi, Chandigarh, Jammu, Bhatinda, Dehradun
South	Chennai, Madurai, Coimbatore, Cochin, Bangalore, Secunderabad, Vijayawada, Visakhapatnam, Pondicherry.

Warehouses:

Sr. No.	States	Address
1.	Maharashtra	Sagar Complex, F-1 Building, Gala Number-03/04/05/06, Opposite HP(Sai) Petrol Pump, Mumbai-Nasik Highway, Owali Village, District-Thane, Bhiwandi - 421 302, Maharashtra
2.	Tamil Nadu	Plot No. 101/1, Madhavaram Redchill High Road, Vadaperumbakkam, Chennai – 600 060, Tamil Nadu
3.	West Bengal	Anmol South City Infra Park, Plot No. B4 & B5, Mouza Jagadishpur, P.S Liluah, District Howrah -711 205, West Bengal

Service Centers:

Regions	Locations where the Service Centers are situated
East	West Bengal, Assam, Mizoram, Bihar, Chhattisgarh, Orissa, Jharkhand
West	Rajasthan, Maharashtra, Gujarat
North	Madhya Pradesh, Uttar Pradesh, Haryana, Delhi, Jammu & Kashmir
South	Kerala, Karnataka, Tamilnadu

OUR PRODUCT PORTFOLIO

A. Redistribution products

Name of the Vendor		Product Category
	TOSHIBA-Leading innovation	Hard Disk Drives
	LENOVO	Accessories and Alpha RD for Lenovo Consumer Notebooks, AIO & DT in West Bengal.
	DELL	Laptops
	BIOSTAR	Motherboards
	ADATA	Mobile Accessories and DRAM.
	SAMSUNG	Memory Cards
	OPPO	Cellular Phones
	HP	USB Flash Drives

B. Foxin Products

Cabinets	**Monitor**	**Keyboard**	**Mouse**
Motherboard	**Printer Accessories**	**UPS**	**SMPS**
Surveillance	**Speaker**	**BT Headphone**	**USB Headphone** **USB Headphone**

Earphone	**BT Speaker**	**USB Card reader**	**Charge and Sync cables**
USB Hub	**Car charger**	**Power bank**	

OUR COMPETITIVE STRENGTHS

1. **Association with Top Global Brands**

Engaged in the distribution business, our Company has partnered with a number of globally renowned brands for distribution in the country such as Toshiba, Lenovo, Dell, Biostar, Adata, Samsung, Oppo and HP.

2. **Wide range of product offering**

We distribute a wide range of products such as hard drives, laptops, motherboards, Optical Drives and Gaming Devices, etc. of renowned brands. Also, our inhouse brand Foxin, offers all kinds of products such as powerbanks, monitors, cabinets, speakers, headphones, motherboards, etc. This wide range of products offered from multiple vendors helps us to achieve economies of scale and provide customers a single sourcing point.

3. **Leveraging the experience of our Promoter**

Our Company is promoted by Mr. Rajendra Seksaria, having an experience of around 20 Years in the field of distribution business. Under his guidance the business of the company touched the new heights. His expertise lies in business development, business strategy, product marketing, business planning, team management, entrepreneurship, strategic planning, channel expertise and competitive analysis. It is the vision and dedication of our Promoter which has paved the growth path of our Company.

4. **Proficient Management Team**

We have a dedicated team of professionals comprising of experienced personnel in the field of management. Our Company also holds in house training programmes for our employees to improve their skills and to cater to the standards prescribed by our partner clients. We believe that the success of our organization lies in the efforts of our human resources. The vision, prudence and dynamism of our management enable us to discover and capitalize on new opportunities and accordingly give us a competitive footing in our industry.

5. **Strong Distribution Network**

Engaged in the business of distribution of IT products and Telecom products. Our Company operates through a network of around our 36 branches covering the geographical territories of the country and serving customers on a PAN India basis. Besides branches, our Company also operates through distributors and dealers. Currently, our Company has more than 140 distributors and more than 4800 dealers.

6. **Long term vendor/client relationships**

We have a brand association in distribution with more than 8 vendors including Dell, HP and Samsung with whom we have more than 5 years of association. Our own brand FOXIN sourcing its products from 21 international suppliers and 6 domestic suppliers**.** Our ability to provide a host of services such as after sales support, demand generation etc. helped us to build such a diverse vendor base.

OUR BUSINESS STRATEGY

We have over the years acquired various competencies and strengths. We want to leverage these competencies, along with our financial strength and infrastructure to increase the distribution network and also to have larger presence of Foxin in the national market.

We intend to follow the following strategies to achieve this goal:

1. Growth in the existing product lines

Our objective is to grow with the market in most of our current product lines in geographies in which we operate while adding newer value offerings to our customers and vendors. We plan to achieve this by supporting existing vendors in their efforts to expand their market share and by partnering with new vendors in the products which we distribute currently.

2. Development of the brand "Foxin"

Our focus is to escalate the sales of products developed under the brand name Foxin by catering to the diversified needs of customers and by providing and adding new products like mobile communication accessories and consumer electronics to our basket. The main objective is to expand the proprietary distribution network and have greater strategic presence of Foxin brand in Online Business through Click & Mortar Model. Also, in order to ensure development of in-house products and services, our Company has more than 70 service centers that provide after sales support and other services for Foxin products. Our Company is planning to add new products in mobility segment like Mobile Card Chargers, Smart Watch & Fitness Tracker and in IT segment like Wireless Headphones, Computer Gaming Accessories etc. Supporting is difficult since product portfolio expansion is dependent on Market demand and Technology Innovation in the IT domain more products to our basket in future.

3. Growing our existing client relationships

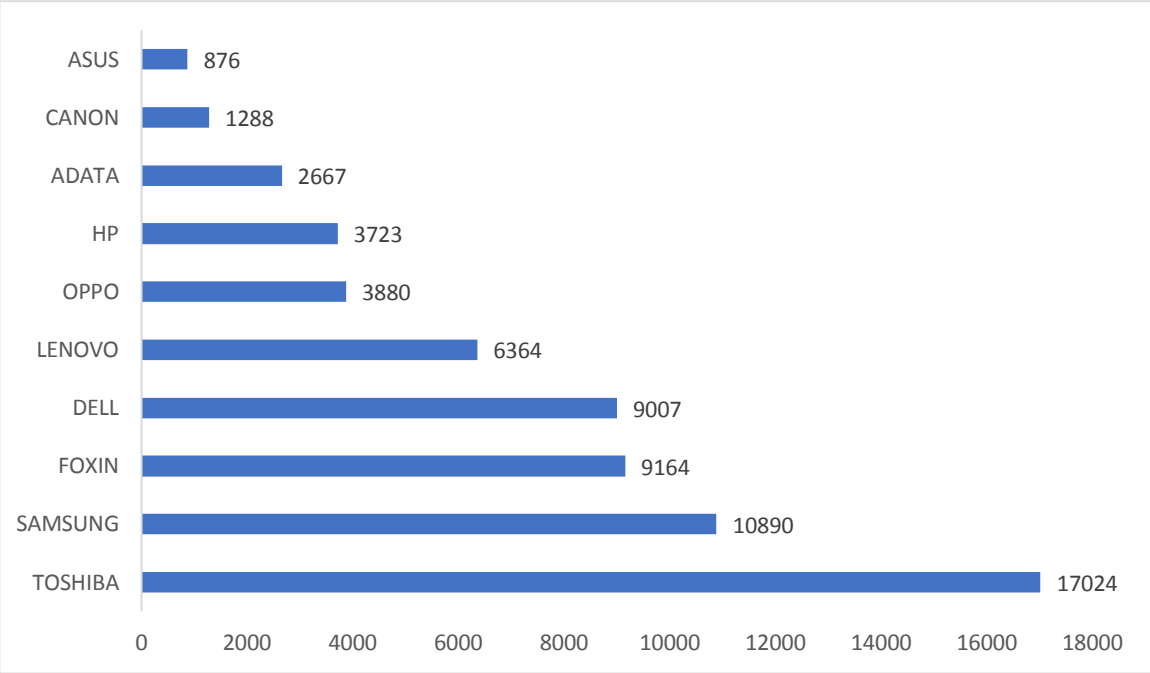
Our business is customer oriented and we always strive to maintain good relationships with the customers. We believe that there are significant opportunities for additional growth within our existing client base. We intend to leverage our domain expertise, understanding of our target industry and close relationships with our clients to expand the scope of current services as well as provide services in new areas and businesses.

4. Strong support services

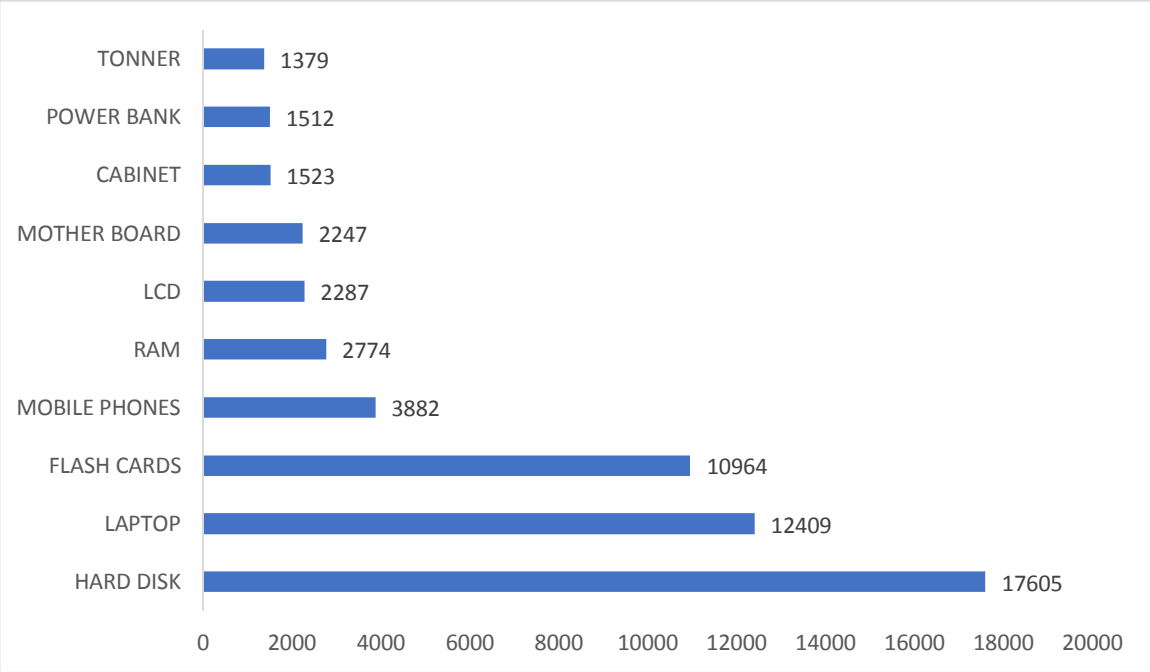
Our Company aims at using robust service network to leverage and get inclusive distribution of foreign brands which have not yet entered the Indian market by providing comprehensive solutions. We provide all facilities starting from the import clearance of the products and going all the way down to after sale service.

SALES ANALYSIS-BRAND AND PRODUCT WISE

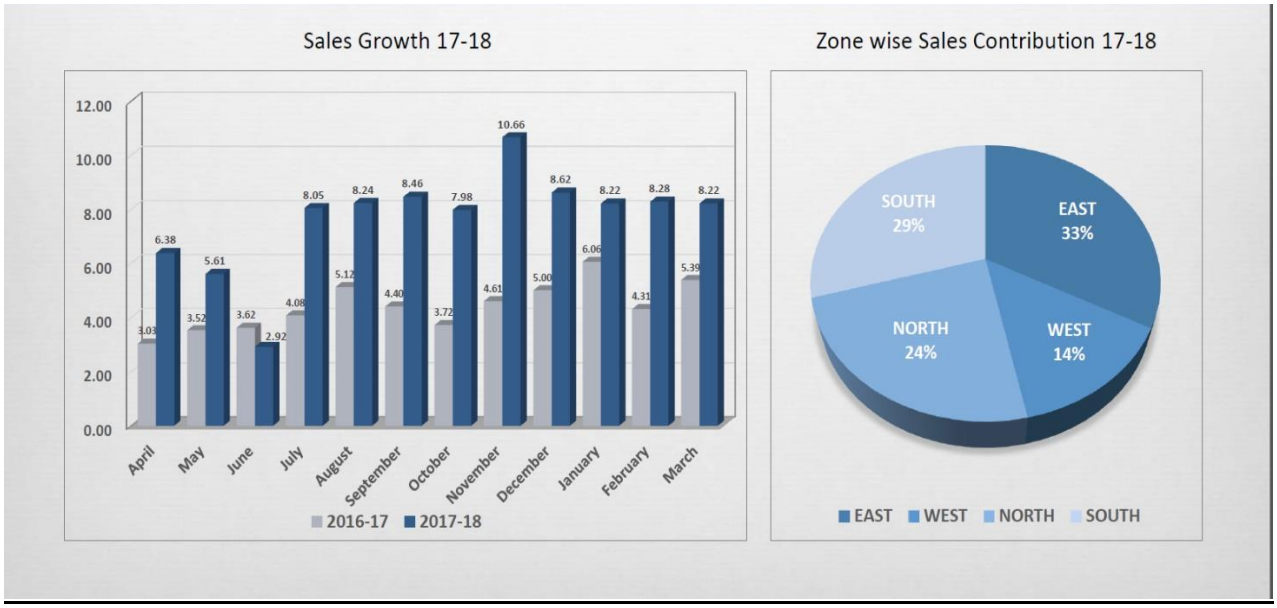
Top 10 Brand Wise sales FY 2017-2018 **(Figures in Lakhs)**



Top 10 Product Wise sales FY 2017-2018 **(Figures in Lakhs)**



FOXIN SALES ANALYSIS



Break up of Redistribution Income and Income from Foxin **(Figures in Lakhs)**

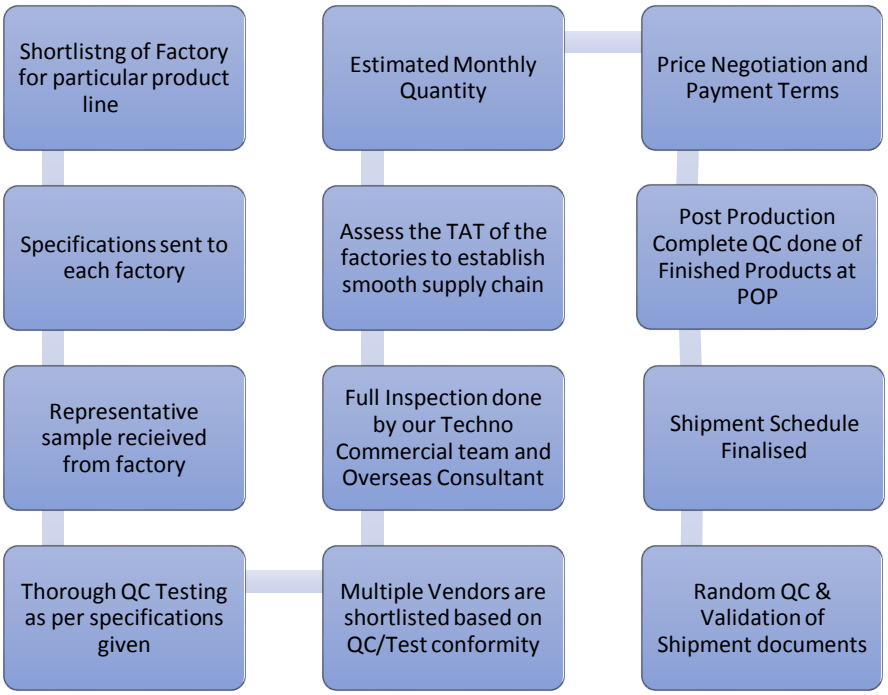
Particulars	Amount (Rs. in lakhs)
Redistribution Sales	56,697.89
Foxin Sales	9,013.19
Total	**65,711.08**

Geographical Revenue Break Up **(Figures in Lakhs)**

Region	Foxin	Re-Distribution	Total
East	2,943.66	18382.74	21,326.40
North	2,154.87	20219.05	22,373.92
South	2,654.65	10898.54	13,553.19
West	1,260.01	7196.69	8,456.70

Business Process

Sourcing for Foxin Products from Overseas Vendors



Foxin business commences with selection of factory for a particular product, which involves various activities. In the first stage, factories are shortlisted, and specifications are sent to each of the shortlisted factory. Going forward, specimens are received from factory representatives which are scrutinized through QC testing as per the specifications. Vendors whose products confirm the QC tests are shortlisted, and are inspected by the company's Techno Commercial Team and its Overseas Consultant. Moving forward, monthly quantity of the product is prognosticated, and TAT of the factory is assessed to ensure smooth supply chain. After assessment, price is negotiated and terms of payment are finalized. After production, a comprehensive quality check of finished product is prosecuted at the POP. Finally, shipment schedule is determined, and the process ends with verification of shipment documents and random quality checks.

Redistribution Business

Supply chain of the redistribution business of the company starts with the procurement of goods. After procurement, the company initiates the transportation and warehousing process. Logistics are arranged for the goods procured in a systematic manner. The company then supplies the products to resellers on credit. After sales assistance is also given by the company to them.

Manufacturing Process Chart

Our Company plans to setup a Surface Mount Technology (SMT) line to mass produced electronic circuit boards to manufacture electronic items in a highly mechanised manner to ensure the lowest cost of manufacture at owned property at Anmol South City Infra Park, Plot No. B4 & B5, Mouza Jagadishpur, P.S Liluah, District Howrah - 711 205, West Bengal.

SMT is needed for production in a highly systematic mechanised process to ensure precision and quality. Raw materials for the productions like PCB Board, components like SMD resistors, capacitors IC etc to be sourced from Indian as well as overseas vendors. Metal & Plastic Casing/housing to be designed in house and fabricated from specialized vendors. Packaging to be done in-house..

The primary and immediate aim is to manufacture one current set of proprietary brand products. We also plan to cater to vast OEM market at a secondary stage. BSPL has a host of proprietary products which is sourced from overseas vendor. This backward integration will reduce the dependency on vendors and improve efficiencies of

cost, supply chain management and consistency to confirm to BSL (Foxin) standards. The Existing Distribution Network will be leveraged for sales of all items manufactured in-house for the foxin brand.

Raw material will be procured from various vendors after a rigorous quality check. After that the SMT Production will be initiated. Moving forward, to enable stringent product quality, OC testing will be performed. Finally, the products will be packed and shipped to various vendors/dealers.

SWOT ANALYSIS

Strengths	**Weakness**
• Distribution Network present in 24 States of India • Association with Top Global Brands. • Own Service Network • Well trained Professionals • Emerging In house brand	• Limited working Capital • Brand recall is low as advertising activity is lesser than competition • Presence is limited to Indian market
Opportunities	**Threat**
• Potential & growth of Indian IT Industry. • Make in India Initiative • Digital Penetration in the Rural Market	• Regulatory Changes • Unorganized Market

REWARDS AND RECOGNITIONS RECEIVED BY OUR COMPANY

The following are the list of some notable awards received by our Company since 2015:

Calendar Year	Awards and Accreditations
2015	*"Branded Retail"* Award from SEAGATE
	"CSB Silver Award for Outstanding & Lasting Contribution" from DELL
2016	*"Emerging IT Vendor of the Year – FOXIN"* Award from VAR India
	Received *"Plaque of Appreciation for exceeding 1 million units of Int. HDD"* from TOSHIBA
	"Top Share Gainer Award for Outstanding & Lasting Contribution" from DELL
	Received *"Award of Appreciation"* from BIOSTAR
	Received *"Silver Award"* from DELL
2018	Received "*Computing Vendor of the Year 2018*" from GATES
	Received "Authorised National Distributor" Award from ADATA
	Received "Certificate of Recognition" from LENOVO
	"Emerging IT Vendor of the Year – FOXIN" Award from VAR India

INSURANCE DETAILS

The following are the details of the insurance policy obtained by our company:

Sr No	Name of the Insured	Name of the Insurer	Policy No.	Description	Property Assets Insured	Validity Period	Sum Insured (Rs.in Lakhs)	Premium (Rs.in Lakhs)
1	Balaji Solutions Private Limited	Bharti AXA General Insurance Company Limited	MCO/12564742/62/05/005609	General Insurance - Marine Insurance	All Kinds of new Computer Hardware, Peripherals and Other IT Products,	May 15,2019	2,500	0.53

					including all kinds of Return Cargo and/or repaired goods of the above description.			
2	Balaji Solutions Private Limited	Future General India Insurance Co. Ltd.	2018-C1873231-MLO	General Insurance - Marine Insurance	Computer Hardware, Peripherals and other IT Products.	September 05, 2019	2,000	0.59
3	Balaji Solutions Private Limited	The New India Assurance Co. Ltd.	95000050170100000001	Trade Credit Insurance (Domestic risk)	IT Hardware Peripherals, Components, Mobiles and Accessories.	March 21, 2019	70,000	42
4	Balaji Solutions Limited	Bharati AXA General Insurance Company Limited	PBI/12827435/62/09/005273	General Insurance -Burglary (House Breaking) Insurance	Shops dealing in Non Hazardous Items of all kinds of new Computer Hardware, Peripherals and other IT Products, including all kinds of Return Cargo and/or repaired goods of the above description.	September 18, 2019	8,204	0.42
5	Balaji Solutions Limited	Bharati AXA General Insurance Company Limited	PFS/12826818/62/09/005273	General Insurance -Standard Fire and Special Perils Insurance	Shops dealing in Non Hazardous Items of all kinds of new Computer Hardware, Peripherals and other IT Products, including all kinds of Return Cargo and/or repaired goods of the above description.	September 18, 2019	8,204	3.07

LAND AND PROPERTIES

Our Registered Office/Corporate Office is situated at Eco Space Business Park, Unit-4B, 9th Floor, Room No.-902, New Town, Rajarhat, Kolkata-700 156, West Bengal. The Registered Office is taken on lease from M/s Venkatesh International Exim Pvt Ltd for a period of 3 Years commencing from July 01, 2017 to June 30, 2020 vide a lease agreement dated July 01, 2017. In addition, our sales, marketing and administration offices are located at various locations across India.

Owned properties:

As on date of this Draft Red herring Prospectus our owned property is situated at Anmol South City Infra Park, Plot No. B4 & B5, Mouza Jagadishpur, P.S Liluah, District Howrah -711 205, West Bengal.

Leased or licensed properties:

As on date of this Draft Red Herring Prospectus, all of our branches, warehouses, service centers and other operating locations are operated on premises obtained on the basis of lease agreements or leave and license agreements.

INTELLECTUAL PROPERTY RIGHTS

We have following registered trademark of our company:

Sr No.	Trademark	Trademark type	Class	Applicant	Application No.	Date of Application	Registration Status
1	foxin™	DEVICE	9	Balaji Solutions Private Limited	2961439	May 12, 2015	Accepted and Advertised
2	FOXIN TECHNOLOGY REDEFINED	DEVICE	9	Balaji Solutions Private Limited	1467621	July 6, 2006 and renewed for another 10 years from July 6, 2016 to July 6, 2026	Registered

SALES AND MARKETING STRATEGIES

The efficiency of the marketing and sales network is critical to the success of our company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. Our Company endeavours to enter into distribution agreement with new partners and also introduce new distributors to further market our products in remote geographical areas where our presence is still untouched and also establish new branch offices to provide direct customer services. Our team through their vast experience and good rapport with clients owing to timely delivery of service plays an instrumental role in creating and expanding a work platform for our Company. We believe our relationship with the clients is established as we receive repeat order flows. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We intend to expand our existing customer base by reaching out to other geographical areas.. Some of our other marketing strategies include conducting of sales meet, advertising through IT magazines and catalogues, dealers meet, etc.

PLANT AND MACHINERY

The total estimated cost of new Plant and Machinery is Rs. 812.90 lakhs. The estimated total cost for setting up of new manufacturing facility has been estimated by our management and quotations received from third party suppliers.
The detailed list of plant and machinery to be acquired by the company is:

Sr. No.	Particulars	Quantity/ Weight/ Area	Amount (Rs. In Lakhs)*	Suppliers	Date of Quotation
1.	Mantis (with USC, No Vacuum Assist)	2	88.40	Essesmtronics India Pvt. Ltd.	September 10, 2018
2.	PARA-4C-G2 PARAQUDA-4C-G2, Inline Version,	2	162.09		
3.	RO400FC-C : Full Convection Reflow Oven With 5 Heating	2	61.40		

Sr. No.	Particulars	Quantity/ Weight/ Area	Amount (Rs. In Lakhs)*	Suppliers	Date of Quotation
	Zones And One Cooling Zone Chain Conveyor With Motorized Width Adjustment, Programmable Speed, NOS 2.00 30,70,000.00 0.00 61,40,000.00 400mm transport width, 2 exhaust connections, microprocessor control with LCD display for soldering or curing profile storage				
4.	CUBUS-L-S COMPONENT STORAGE SYSTEM LARGE	1	67.50		
5.	PC-eMIS "eMIS Basic Software	1	3.19		
6.	PC-eMIS-TRH Programmable Traceabilty Barcode	1	10.48		
7.	X-Ray Inspection Systems	1	275.69	Leaptech Corporation[2]	September 12, 2018
8.	Automatic Inspection Systems (AOI & SPI)	1	97.94		
9.	In-Circuit Testers (MDA)	1	23.22		
10.	Rework Stations	1	19.59		
11.	Automated Conveyor System	1	3.40	Pragati Industries	September 15, 2018
	Total		**812.90**		

**All amounts are exclusive of applicable taxes*

No second-hand machinery or material is proposed to be purchased out of the aforesaid objects. The abovementioned Plant and Machinery is proposed to be acquired in a ready-to use condition.

We have not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the machinery at the same costs. The quantity of the machinery is based on the estimates of our management. Our Company shall have the flexibility to deploy the machinery and material at additional manufacturing facility, according to the business requirements of such facility, which are dynamic, which may evolve with the passage of time and based on the estimates of our management.

PROPOSED CAPACITY UTILIZATION (APPROX)

Products	Estimated 2019-2020 (In Units)	Estimated 2020-2021 (In Units)	Estimated 2021-2022 (In Units)
IT Components	4,50,000	6,80,000	9,15,000
Mobility Components	19,20,000	26,00,000	32,00,000

COLLABORATIONS/TIE UPS/ JOINT VENTURES

As on the date of the filing of this Draft Red Herring Prospectus, our Company has not entered into any Collaborations/Tie Ups/Joint Ventures.

EXPORT OBLIGATIONS

As on the date of the filing of this Draft Red Herring Prospectus, we don't have any export obligations.

COMPETITION

(1)The Quotations in Foreign Currency haven been converted into Indian Rupees using the exchange rate of Rs. 72.55 per USD in effect as on September 12, 2018, as notified by the Central Board of Indirect Taxes and Customs Ministry of Finance, Government of India, vide Notification No. 77/2018 dated September 06, 2018.

We face completion from various domestic and international players. There are also many unorganized and fragmented, small and medium sized companies and entities. Among listed companies, we face from the below:

The major competitors identified by us are as follows:

1. Redington India Limited.
2. Creative Peripherals and Distribution Limited
3. Compuage Infocom Limited

END USERS

Our business model is primarily a B2B model wherein we sell goods to distributors who further sell to end users. Since we have a diverse product offering, our end users also belong to different industrial sectors. Following is the list of our top 5 customers as on March 31, 2018:

Sr. No.	Name of the customer	Amount (Rs. in lakhs)	% of sales
1.	Cloudtail India Pvt. Ltd.	3129.25	4.68
2.	Flipkart India Pvt. Ltd.	3091.88	4.63
3.	Caltron	1171.79	1.75
4.	Forerun Computers and Systems Pvt. Ltd.	848.71	1.27
5.	Grapewine Networking Pvt. Ltd.	833.17	1.25

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our Registered Office and Corporate Office situated at Kolkata, West Bengal is well equipped with computer system, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our branch offices are also equipped with requisite utilities and infrastructure facilities which also include the following basic requirements, such as:

Our Proposed Manufacturing facility situated at Anmol South City Infra Park, Plot No. B4 & B5, Mouza Jagadishpur, P.S Liluah, District Howrah -711 205, West Bengal. The construction for infrastructure facilities has been initiated and the area to be utilised for the same is 60,000 Sq. Ft.

The manpower required for the manufacturing facility for technical assistance and support will be sourced from the in house team and the skilled persons required for the same will be hired from the local area.

Power

We meet our power requirements by purchasing the electricity from CESC Limited, WBSEDCL, West Bengal, Purvanchal Vidyut Vitaran Nigam, Varanasi, Paschimanchal Vidyut Vitaran Nigam Ltd, Ghaziabad, Madhya Pradesh, Poorva Kshetra Vidyut Vitaran Company Ltd, Jabalpur, MP, Uttarakhand Power Corporation Limited, Dehradun, Tamilnadu Generation and Distribution Corporation, Tamilnadu, Maharashtra State Electricity Distribution Company Ltd., Maharashtra, Bikaner Electricity Supply Limited, Bikaner, Rajasthan etc. for our offices and branches.

We will meet the power requirement for running our manufacturing facility from West Bengal State Electricity Distribution Company Limited (WBSEDCL).

Water

Our water requirement is very low, our Company requires water for humidification as well as drinking & sanitation purposes.

HUMAN RESOURCE

We believe that our employees are key contributors to the success of our business. We focus on attracting and retaining best possible talent. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes, skilled, semi-skilled and unskilled resources together with our management team have enabled us to implement our growth plans.

Our Company also imparts behavioural, technical and on the job training to our employees. Technical trainings are mandated by the vendor whenever the employees have to deal with pre-technical or post technical issues. Training calendars are set by the vendors and nominated employees from our Company attend the programmes and obtain a feedback on the completion of the program.

As on the Draft Red Herring Prospectus we have the following employees' structure in the Company:

Name of the Department	**No. of Employees**
Admin & HR	26
Management	3
Finance, Legal and Compliances	78
IT, Business Analytics and MIS	16
Marketing	3
Operations	110
Sales	180
Service	82
Total	**498**

KEY INDUSTRY REGULATIONS AND POLICIES

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

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "*Government and Other Statutory Approvals*" beginning on page number 208 of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

Information Technology Act, 2000 (The "Information Technology Act")

The Information Technology Act was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records and creating a mechanism for the authentication of electronic documentation through digital signatures, it also provides for civil and criminal liability including fines and imprisonment for various computer related offenses which include offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and inter alia gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability.

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011

The Department of Information Technology under the Ministry of Communications & Information Technology, Government of India notified the Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011 in respect of section 43A of the Information Technology Act, 2000. The said rules are dealing with the protection of sensitive personal data or information and the security practices and procedures to be followed.

Electronics and Information Technology Goods (Requirements for Compulsory Registration) Order, 2012 ("Compulsory Registration Order")

The Compulsory Registration Order mandates that the manufacturing, storage, import, sale or distribution of goods which do not meet the specified standard and/or bear a self-declaration confirming conformance to relevant Indian Standard is prohibited. The only exception is for those goods which are manufactured for export. Further, any sub-standard or defective goods must be deformed beyond use by the manufacturer and disposed of as scrap. The Compulsory Registration Order is issued by the Department of Electronics and Information Technology, Ministry of Communication and Information Technology, Government of India ("DEIT").

Bureau of Indian Standards Act, 2016 (the "BIS Act") and subsequent Rules

The BIS Act provides for the establishment of the Bureau of Indian Standards ("**BIS**") for the development of activities of standardization, conformity assessment and quality certification of goods, articles, processes, systems and services. The BIS Act provides for the functions of the BIS which includes, among others (a) publish, establish and promote Indian standards; (b) specify as Indian standard, any standard, established by any other institution in India or elsewhere, in relation to article or process; (c) undertake research for formulation of Indian standards. The BIS Act empowers the Central Government to order compulsory use of standard mark for any goods or article if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act. The Parliament of India has recently notified the Bureau of Indian Standards Act, 2016, to come into force on such date as the Central Government may, by notification in the Official Gazette, appoint, under which the functions and powers of BIS have been expanded and the categories that can be standardized have been increased to include services. Under this Act, import, distribution, sale, storage or exhibition for sale, any goods or article as prescribed shall not done except under certification from the Bureau.

Legal Metrology Act, 2009 (the "L.M. Act")

The L.M. Act governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides Legal Metrology (Packaged Commodities) Rules, 2011, which may be followed for due compliance. These Rules regulate pre-packaged commodities in India and inter – alia mandate certain labelling requirements prior to sale of such commodities.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951 as "micro enterprise", where the investment in plant and machinery does not exceed twenty-five lakh rupees; "Small enterprise", where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise , where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, "Micro – enterprise" , where the investment in equipment does not exceed ten lakh rupees, "Small Enterprise" where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or " Medium Enterprise" where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Industrial Policy of Relevant State

Investment and Industrial Policy of West Bengal, 2013

The Investment and Industrial Policy of West Bengal aims to rapidly build and improve infrastructure, as an enabler for industrial growth, by additional 4000 kms of highway and bridges, ports, airports and water transport in Public Private Partnership (PPP). The state wants to partner with the private sector to tap its financial and technical prowess. Industry, in turn, could benefit from Bengal's rich natural resource base, suitable agro-climatic conditions, strategic location and an exceptional human capital. At present, manufacturing contributes to about 10% of the State GDP, therefore the basic aim of the policy is to double this share in five years. With its power surplus status and rapidly expanding infrastructure and connectivity, this is a realistic target. This policy focus at increasing the growth of manufacturing from 4.7 % (2010-11) to 20% at the end of five years. The State has a low base of the manufacturing sector, as compared to the leading states on this front; hence, 20% year on year growth is achievable. Given the high population density of the state, Micro Small Scale and Medium Enterprise (MSME) stay on high priority. However, to promote the Large-Scale Industries, the aim would be to facilitate investment in the infrastructure of roads, highways, bridges and ports for maximizing the benefits of the rich mineral base and surplus power position of the state. The state has a large number of companies that have their operational base or production units in West Bengal. The state government would leverage them for business augmentation by the current industries and showcase their success to interested new investors to answer any apprehensions. The state is firmly against external interference in business and the culture of Bandhs has been reversed. This policy added

significantly to the overall discipline in the management of affairs in the state. For better management of the affairs, the state has undertaken the largest Information Technology (IT) driven reform process. This includes major steps in simplification of Tax structure and thereby creating a Tax friendly regime.

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

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

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner

within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

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

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948 ("MWA")

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. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment

of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also, a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor has to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

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

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

TAX RELATED LEGISLATIONS

Income-Tax Act, 1961 ("IT Act")

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

Value Added Tax ("VAT")

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input taxon sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Note: The VAT Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5th / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Note: The Service Tax now has been replaced by the Goods and Service Tax (GST) Act, 2017

Central Sales Tax Act, 1956 ("CST")

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) when a sale or purchase takes place outside a State (c) when a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Note: The CST Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taking out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

Note: The Central Excise Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products.
Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition, a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products.

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

OTHER LAWS

Shops and establishments laws in various states

As per the provisions of local Shops and Establishments laws applicable in the states of West Bengal, Jharkhand, Odhisa, Chattisgarh, Assam, Bihar, Tripura, Delhi, Haryana, Madhya Pradesh, Punjab, Uttar Pradesh, Uttrakhand, Himachal Pradesh, Tamil Nadu, Kerala, Karnataka, Telangana, Andhra Pradesh, Puducherry, Rajasthan, Maharashtra, Gujarat, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Professions, Trade, Callings and Employments Act in various states

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 the West Bengal, Jharkhand, Odhisa, Chattisgarh, Assam, Bihar, Tripura, Delhi, Haryana, Madhya Pradesh, Punjab, Uttar Pradesh, Uttrakhand, Himachal Pradesh, Tamil Nadu, Kerala, Karnataka, Telangana, Andhra Pradesh, Puducherry, Rajasthan, Maharashtra, Gujarat are 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 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.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

E-Waste (Management) Rules, 2016

The Ministry of Environment, Forest and Climate Change notified the E-Waste Management Rules, 2016 (" Rules") on 23 March 2016 in supersession of the e-waste (Management & Handling) Rules, 2011. These rules shall apply to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, refurbishers, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment (EEE) as listed in the Schedules of the Rules, including their components, consumables and spare parts which make the product operational. Under the Rules, Extended Producer Responsibility (EPR) is the responsibility of every producer of electrical and electronic equipment (EEE) for channelisation of e-waste to an authorised dismantler / recycler to ensure environmentally sound management of such waste.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act

mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999 ("TM Act")

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS

Foreign Trade (Development and Regulation) Act, 1992

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

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

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

Foreign Exchange Management Act, 1999 ("FEMA")

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

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

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2017**("FDI Policy 2017")**, which with effect from August 28, 2017, consolidates and supersedes all previous

press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the company.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

History and Background of our Company

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company got converted in to a public limited company pursuant to special resolution passed by the shareholders of our Company in their meeting held on March 03, 2008 and fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies, West Bengal on March 28, 2008. Our Company was again converted in to a private limited Company pursuant to special resolution passed by the members at their meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a Fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Again, our company got converted into a public limited company pursuant to special resolution passed by the shareholders at their meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh certificate of incorporation dated August 07, 2018. issued by the Registrar of Companies, Kolkata. The Corporate Identification number of our Company is U72900WB2001PLC092912. The registered and corporate office of our Company is situated at Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156. West Bengal, India

Mr. Rajendra Seksaria is the promoter of our Company.

Mr. Rajendra Seksaria, Mr. Mahabir Prasad Seksaria and Mrs. Sushila Devi Seksaria are the initial subscribers to the Memorandum of Association of our Company. For further details w.r.t. their shareholding, please refer chapter titled *"Capital Structure"* on page 69 of this Draft Red Herring Prospectus.

Our Company is engaged in the business of distribution of IT and Telecom products. We also operate out of our 36 branches and 3 warehouses covering the geographical territories of the country.

For information on our Company's profile, activities, market, service, etc., market of each segment, capacity built-up, standing of our Company in comparison with prominent competitors, with reference to its services, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to the chapters titled *"Our Business", "Our Industry", "Financial Statements as Restated", "Management's Discussion and Analysis of Financial Condition and Results of Operation" and "Government and Other Statutory Approvals"* beginning on page124 , 111, 177, 178 and 208 respectively of this Draft Red Herring Prospectus.

Changes in our Registered Office

The details of changes in the address of our Registered Office are set forth below:

From	To	Effective Date	Reason
156A, Lenin Sarani, 4th Floor, Kamalaya Centre, Kolkata – 700 013, West Bengal.	19, R.N. Mukherjee Road, Ground Floor, Kolkata – 700 001	December 28, 2005	Administrative Convenience
19, R.N. Mukherjee Road, Ground Floor, Kolkata – 700 001	Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156	October 25, 2013	Administrative Convenience

As the change in the registered office of our Company was within the local limits of the city/ town or village where the registered office of the Company was previously situated, the same has been approved by the Board of Directors of the Company.

Key Events and Milestones

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

Calendar Year	Events
2001	Incorporation of our Company in the name of "Balaji Solutions Private Limited"
2003	First Store in Kolkata, set up of multi-brand retail outlet
2006	Launched in House Brand – "FOXIN"
	Opening of Delhi Branch

Calendar Year	Events
2007	Got Distributorship of "Transcend" and "HP" Pen drives
2008	Conversion of our company from a private limited to a public limited company
2010	Got Distributorship of "DELL"
2012	Got Distributorship of "CANON", "ASUS" and "LAVA"
2013	Got Distributorship of "SAMSUNG" Memory Cards
	Conversion of our company from a public limited to a private limited company
2016	Got Distributorship of "LENOVO" and "TOSHIBA"
	Scheme of Amalgamation of Foxin Technologies Pvt Ltd with our Company
2017	Got Distributorship of "ADATA"
2018	Got Distributorship of "OPPO" and "BIOSTAR"
	Conversion of our company from a private limited to a public limited company

Awards and Accreditations

We have received the following awards, certification and recognitions during past 5 years:

Calendar Year	Awards and Accreditations
2015	*"Branded Retail"* Award from SEAGATE
	"CSB Silver Award for Outstanding & Lasting Contribution" from DELL
2016	*"Emerging IT Vendor of the Year – FOXIN"* Award from VAR India
	Received *"Plaque of Appreciation for exceeding 1 million units of Int. HDD"* from TOSHIBA
	"Top Share Gainer Award for Outstanding & Lasting Contribution" from DELL
	Received *"Award of Appreciation"* from BIOSTAR
	Received *"Silver Award"* from DELL
2018	Received "*Computing Vendor of the Year 2018*" from GATES
	Received "Authorised National Distributor" Award from ADATA
	Received "Certificate of Recognition" from LENOVO
	"Emerging IT Vendor of the Year – FOXIN" Award from VAR India

Main Objects of our Company

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. *To carry on business of rendering services and development of computer, computer packages for Industrial, Commercial, Entertainment, Personal, Training Education, Defence, Internet, Electronic Commerce, Multimedia Communication and for all other purposes and to establish multimedia Centers, and to offer consultancy, education, training, development, data processing and any activity relating to Information Technology that are normally offered by such enterprises to commercial, industrial, business, advertisement, artistic, cultural and other types of end users in India or abroad.*

2. *To carry on business of production, manufacture and supply of all computer hardware, software & peripherals, consumables & allied product & to assemble, repair, service, maintenance, import, export, trade, buy, sell, act as commission agents, sell on royalty, provide contract design services, publish, distribute, Install, modify and deal in all types of computer, hardware, peripherals, consumable and computer-based products and allied accessories.*

3. *To establish software development centers, to enter into joint development/business alliances with other national or international firms/companies/individuals/consultants and to carry on the business of the Information Technology, software consultancy in telecom and all other areas, industries, sectors including Government and multinational agencies, etc. To act as Internet Service providers, content development of Internet, web hosting, web site design, domain name services, server farms, email services, ecommerce and other business. To carry on business of setting, running, managing Internet networks, advertising through network, and production of other intellectual properties.*

4. *To carry on the business of buying, selling, importing, exporting, manufacturing, assembling, applying, distributing, exchanging, converting, altering or otherwise handing or dealing mobile phone and related items.*

5. *To carry on in India or elsewhere the business to manufacture, produce, assemble, repair, install, maintain, covert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, mechanize, broadcast relay and to act as wholesalers, retailers, agents,*

stockiest , distributors, showroom owners, franchisers or otherwise to deal in all sorts of items, systems, plants, machines, instruments, apparatus, appliances, devices articles, or things of wireless communication of different models, capacities, characteristics, applications and uses in all its branches such as mobile phone, walkie talkies, man packs, mobile sets, base station sets, scanners, multiplexers, pagers, radio teletype interfaces, paging systems, navigation systems, radar, signaling & security apparatus, remote control devices & systems used in communication, defense security etc. and their parts, fittings, software, accessories, components.

6. *To design, develop, fabricate, manufacture, assemble, export from and import into India, buy, sell or otherwise deal in and to act as consultants or render services in connection with all kinds of telecommunication equipments including terminal equipments, exchange equipments, electronic private automatic branch exchanges (EPBAX), rural automatic exchange (RAX), telephone instruments, switching exchanges, equipments, power line protective relay systems wave traps, measuring and testing equipments, wire group selectors and inter digital multi line connectors, power line carriers, communication equipment systems, radar and satellite communication equipments, digital telemetering control systems and all components, accessories, spare parts, kits and sub-assemblies in respect thereof.*

7. *To carry on the business of developing, maintaining and operating of providing telecommunication services whether basic or cellular including radio paging, domestic satellite services or network of trunking and electronic data interchange services, the telecommunication services be provided either by satellite owner and operated by an Indian Company or a foreign company.*

8. *To set up and operate in-bound/out-bound Tele Marketing Services (Call Centres) and other allied or related services/activities in India and abroad.*

9. *To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, teaching rooms, meeting rooms, electric conveniences and other advantages.*

10. *To carry on the business of processors buyers, sellers, suppliers, traders, merchants, importers, exporters, repairers, indentors, brokers, agents, assemblers, packers, stockiest, distributors and dealers of all kinds of electrical and electronic, domestic and commercial appliances, horological goods, machines, parts and devices, accessories and other things required in connection with.*

11. *To produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films and video cassettes and to establish, purchase take on lease or hire or otherwise acquire, take over the maintain, and to sell, give, on lease or hire studios, laboratories, cinemas, picture places, halls, theatres, etc for production, processing and printing of files and to publish journals, magazines, books related to films and to carry on the business of exhibiting and distributing cinematographic films, television films, video films and acquiring or selling right therein.*

12. *To act as technical advisors or consultants or as market-surveyors and/or to offer such services or technical know-how and/or management services to any company, body corporate, firm or person or persons.*

13. *To carry on the business as importers, exporters, buyers and sellers of all types and varieties of paper, paper-based products, packing materials and products, printed materials, binders, flexible packagers, books, cartons, plates, blankets printing cylinders, die cylinders, rotary dice, flexible die, embossing cylinder and dice, ink, all kinds of paints, colours, chemicals, chemical products, type and printing materials of all sort and kind and of description whatsoever.*

14. *To barter, exchange, pledge, prepare and deal in merchandise, commodities and articles of all kinds and to carry on any kind of commercial and/or financial business as the company may determine from time to time.*

15. *To let advance money or give credit to JV Companies/Subsidiary Companies on such terms as may seem to be expedient and to guarantee the performance of any contract or obligation and the payment of money to JV/Subsidiary Companies and to generally give guaranties or indemnities. The Company shall, however, not carry on banking business as laid down in Banking Regulation Act, 1949.*

Amendments to the Memorandum of Association of Our Company since Incorporation

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

Date of Shareholders' Resolution	Nature of Amendment
January 04, 2007	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 20,00,000 consisting of 2,00,000 Equity Shares of Rs.10.00 each to Rs. 25,00,000 consisting of 2,50,000 Equity Shares of Rs. 10.00 each.
May 01, 2007	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 25,00,000 consisting of 2,50,000 Equity Shares of Rs.10.00 each to Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs. 10.00 each.
March 03, 2008	The name of our Company was changed from 'Balaji Solutions Private Limited' to 'Balaji Solutions Limited' pursuant to conversion from a private company to a public company
March 17, 2012	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs.10.00 each to Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs.10.00 each.
March 01, 2013	The name of our Company was changed from 'Balaji Solutions Limited' to 'Balaji Solutions Private Limited' pursuant to conversion from a public company to a private company.
December 26, 2014	Alteration of existing Clause III (object clause) of the Memorandum of Association by way of inserting new sub-clauses after sub-clause 2 of III(A).
	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 2,00,00,000 consisting of 20,00,000 Equity Shares of Rs.10.00 each to Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10.00 each.
	Alteration of existing clause III (object clause) of the Memorandum of Association by way of deletion of other objects in order to comply with the provisions of the Companies Act, 2013
September 23, 2016[(1)]	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10.00 each to Rs. 5,10,00,000 consisting of 51,00,000 Equity Shares of Rs.10.00 each.
February 02, 2017	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 5,10,00,000 consisting of 51,00,000 Equity Shares of Rs.10.00 each to Rs. 10,10,00,000 consisting of 1,01,00,000 Equity Shares of Rs.10.00 each.
May 05, 2017	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 10,10,00,000 consisting of 1,01,00,000 Equity Shares of Rs.10.00 each to Rs. 15,10,00,000 consisting of 1,51,00,000 Equity Shares of Rs.10.00 each.
February 28, 2018	The name of our Company was changed from 'Balaji Solutions Private Limited' to 'Balaji Solutions Limited' pursuant to conversion from a private company to a public company.
September 14, 2018	Alteration of existing Clause V (Capital clause) of the Memorandum of Association pursuant to increase in the authorised share capital of our Company from Rs. 15,10,00,000 consisting of 1,51,00,000 Equity Shares of Rs.10.00 each to Rs. 25,00,00,000 consisting of 2,50,00,000 Equity Shares of Rs.10.00 each.

[(1)] The Hon'ble High Court at Calcutta, pursuant to its order dated September 05, 2016, passed the Scheme of Amalgamation pursuant to which FTPL was merged with our Company.

Holding Company of our Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding Company.

Subsidiary of our Company

As of the date of this Draft Red Herring Prospectus, BSPL HK Pvt Ltd is a wholly owned subsidiary Company of our company incorporated under Hong Kong Companies Ordinance vide certificate of Incorporation dated September 19, 2017

BSPL HK Pvt Ltd is engaged in the business of IT Hardware, Mobile Accessories & allied products trading.

The authorized, issued and subscribed capital of BSPL HK Pvt Ltd is HKD 1.00 divided into 1 share of HKD 1.00

The Registered office of the Company is situated at Unit No. 13, 16/F Asia Trade Ctr, No. 79 lei Muk Road, Kwai Chung NT, Hongkong, China.

Mr. Basant Bagaria is the director of BSPL HK Pvt Ltd

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, please refer "*Capital Structure*" and "*Statement of Financial Indebtedness*" on pages 69 and 194 respectively of this Draft Red Herring Prospectus.

Revaluation of Assets

There has been no revaluation of our assets and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

Injunctions or restraining order against Our Company

There are no injunctions or restraining orders against our Company.

Guarantees provided by our Promoters

Our Promoters has given guarantees to financial institutions in respect of credit facility availed by our company as of the date of this Draft Red Herring Prospectus. For details, please refer chapter titled "*Statement of Financial Indebtedness*" beginning on page 194 of this Draft Red Herring Prospectus.

Changes in the Activities of Our Company during the last five years

Except the scheme of arrangement approved by The Hon'ble High Court at Calcutta through its order dated September 05, 2016, pursuant to which Foxin Technologies Private Limited was merged with our Company, there has been no change in the activities of our Company during the last five years which may have had a material effect on the profit/loss account of our Company including discontinuance of line of business, loss of agencies or markets and similar factors.

Technology, Market Competence and Capacity Build-up

For details on the technology, market competence and capacity build-up of our Company, please refer to chapter titled "*Our Business*" beginning on page 124 of this Draft Red Herring Prospectus.

Defaults or rescheduling of borrowings from financial institutions/banks and conversion of loans into equity

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer *"Statement of Financial Indebtedness*" on page 194 of this Draft Red Herring Prospectus. Further, none of our loans have been rescheduled or been converted into Equity Shares.

Lock outs and strikes

There have been no lock outs or strikes at any of the units of our Company.

Time and cost over runs

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

Except as detailed below, our Company has not acquired any business or undertaking, or undertaken any merger or amalgamations, or has revalued its assets.

Amalgamation of Foxin Technologies Private Limited (FTPL) (the "transferor company") with Balaji Solutions Limited (BSL) i.e. our Company (the "transferee company") under Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 as approved by the High Court of Calcutta onvide its order dated September 5, 2016 and effective on September 23, 2016. The appointed date of the Scheme of Arrangement was

April 1, 2015. The transferor company was engaged in providing IT related services and the transferee company was engaged in the business of trading of IT and Telecom products and provision of IT related servicesrelated services. For optimum running, growth and development of the business and undertakings of the Transferor and Transferee company with their combined resources and a larger capital and asset base it was considered desirable and expedient to amalgamate FTPL with our Company.our Company. Pursuant to the merger the entire business and undertaking of FTPL was transferred to and vested into our Company and all its properties, assets, liabilities and obligations were transferred to our Company. Our Company issued and allotted to the shareholders of FTPL, 2 fully paid up equity shares of our Company for 5 fully paid up equity shares of FTPL held by them. The effective date of the scheme was September 23, 2016. For further details, see *"Capital Structure"* on page 69 of this Draft Red Herring Prospectus.

Collaboration Agreements

As on the date of this Draft Red Herring Prospectus, our Company is not a party to any collaboration agreements.

Shareholders' Agreements

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any shareholders' agreements.

Material Agreements

Except as described in this section, we have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Draft Red Herring Prospectus.

Strategic Partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any strategic partners.

Financial Partners

As on the date of this Draft Red Herring 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.

Number of Shareholders

Our Company has 7(Seven) shareholders on date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Board of Directors

Our Articles of Association require us to have not less than 3 Directors and not more than 15 Directors, subject to the applicable provisions of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, Our Company has 5 (Five) Directors on our Board.

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

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment as Director	Other Directorships/Designated Partners
1.	**Name:** Rajendra Seksaria **Father's Name:** Mahabir Prasad Seksaria **Age:** 46 Years **Designation**: Chairman and Managing Director **Address:** 21, Ballygunge Park Road, Rajat Garden, Flat no. 102, 1st Floor, Kolkata – 700 019, West Bengal **Occupation:** Business **Nationality:** Indian **DIN:** 00943462 **Term:** Appointed as the Managing Director for a period of 5 Years w.e.f August 08, 2018	Appointed as Director on February 19, 2001 Designated as Chairman and Managing Director w.e.f August 08, 2018	***Indian public limited companies*** Nil ***Indian private limited companies*** • Venkatesh International Exim Private Limited • NYK Techno Solutions Private Limited ***Indian Limited Liability Partnerships*** Nil
2.	**Name:** Dinesh Bajaj **Father's Name:** Gouri Shankar Bajaj **Age:** 57 Years **Designation**: Executive Director and Chief Financial Officer **Address:** 1/15E, Gopal Chandra Bose Lane, Cossipore, Kolkata – 700 050, West Bengal **Occupation:** Service **Nationality:** Indian **DIN:** 00638230 **Term:** Liable to retire by rotation	Appointed as Executive Director on November 19, 2007	***Indian public limited companies*** Nil ***Indian private limited companies*** • Venkatesh International Exim Private Limited • Ganeshaya Vyapaar Private Limited ***Indian Limited Liability Partnerships*** Nil

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment as Director	Other Directorships/Designated Partners
3.	**Name:** Divya Awasthi **Father's Name:** Ishwarchandra Trivedi **Age:** 39 Years **Designation**: Non-Executive Director **Address:** 13B, 1, Ridge Tower, Hiland Park, 1925 Chak, Garia, Panchasayar S.O., Panchasayar, Kolkata – 700 094 **Occupation:** Consultant **Nationality:** Indian **DIN:** 08179589 **Term:** Liable to retire by rotation	Appointed as Additional Director on August 08, 2018 Regularized as Non-Executive Director September 14, 2018	***Indian public limited companies*** Nil ***Indian private limited companies*** Nil ***Indian Limited Liability Partnerships*** Nil
4.	**Name:** Vineeta Agrawal **Father's Name:** Binod Kumar Rungta **Age:** 36 Years **Designation**: Independent Director **Address:** Flat No. 2F, Gulmohar Apartment, 4, Chakraberia Lane, L.R. Sarani, Kolkata – 700 020 **Occupation:** Profession **Nationality:** Indian **DIN:** 02960284 **Term:** 5 years	Appointed as Additional Independent Director on February 23, 2018 Regularized as Independent Director on September 14, 2018	***Indian public limited companies*** Nil ***Indian private limited companies*** • Thistle Trade-Link Private Limited • Angelica Vincom Private Limited • Broapp Technologies Private Limited • ARV Advisory Services Private Limited ***Indian Limited Liability Partnerships*** Nil

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment as Director	Other Directorships/Designated Partners
5.	**Name:** Pradip Sen **Father's Name:** Pulin Behari Sen **Age:** 71 Years **Designation**: Independent Director **Address:** 45A- Block C, New Alipore, Kolkata - 700 053 **Occupation:** Consultant **Nationality:** Indian **DIN:** 02281015 **Term:** 5 years	Appointed as Additional Independent Director on August 08, 2018 Regularized as Independent Director on September 14, 2018	***Indian public limited companies*** Nil ***Indian private limited companies*** • Patabahar Publications Private Limited • Nexthermal Manufacturing India Private Limited • Instaplus Solutions Private Limited ***Indian Limited Liability Partnerships*** Nil

Brief Profile of our Directors

Rajendra Seksaria, Promoter, Chairman and Managing Director

Mr. Rajendra Seksaria, aged 46 Years, is the Promoter, Chairman and Managing Director of our Company. He has been associated with our company since incorporation and has been designated as Chairman and Managing Director of the Company w.e.f. August 08 2018. He has an experience of around 20 years in IT and telecom products distribution. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.

Dinesh Bajaj, Executive Director and Chief Financial Officer

Mr. Dinesh Bajaj**,** aged 57 years, is the Executive Director and Chief Financial Officer of our Company. He has been associated with our company since 2007. He is a commerce graduate from University of Calcutta. He has an experience of around 11 years in finance and accounts. He is responsible for the financial planning and project execution of our Company.

Divya Awasthi, Non-Executive Director

Mrs. Divya Awasthi, aged 39 years, is the Non-Executive Director of our Company. She has completed degree of bachelor of science and Master in Computer Management from University of Pune. She provides educational counselling and guidance to young aspiring professionals. She has worked as a consultant for various companies.

Vineeta Agrawal, Independent Director

Mrs. Vineeta Agrawal, aged 36 years, is the Independent Director of our Company. She is a Chartered Accountant by qualification and a Fellow Member of The Institute of Chartered Accountants of India. She has worked with D.B. Desai & Associates, Kolkata, IBM Technologies India Pvt Ltd, Huawei Technologies and Accenture India, Bengaluru.

Pradip Sen, Independent Director

Mr. Pradip Sen is appointed as Independent Director. He arts graduate from University of Calcutta. He has an experience of around 35 years in the field of consultancy and line jobs. He hands on experience in all facets of functional and management activities.

Confirmations

- None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.
- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or key managerial personnel were selected as a Director or member of the senior management.
- There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of our Directors are on the RBI List of willful defaulters as on date of this Draft Red Herring Prospectus.
- None of our Director is or was a director of any listed Company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- None of our Director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- None of the Promoter, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other Company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No proceedings / investigations have been initiated by SEBI against any company, the board of directors of which also comprise of any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him / her or by the firm or company in which he / she is interested, in connection with the promotion or formation of our Company.

Remuneration/Compensation to our Directors

Set forth below is the remuneration paid by our Company to our Directors in Fiscal 2018:

(Rs. In Lakhs)

Si No	Name of Director	Remuneration paid in financial year 2018
1.	Rajendra Seksaria	180.00
2.	Dinesh Bajaj	19.25
	Total	**199.25**

Compensation to our Managing Director

The Compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company.

Terms and conditions of employment of our Chairman and Managing Director & Executive Director

Rajendra Seksaria

Rajendra Seksaria, is appointed as the Chairman and Managing Director of our company *vide* Board resolution dated August 08, 2018 and shareholders' resolution dated September 03, 2018 for a period of five years commencing from August 08, 2018. The significant terms of his employment are as below:

Salary & Perquisites	Rs. 90.00 Lakhs per annum, and other allowances & perquisites as per the Agreement
Term	5 years
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the remuneration shall be governed by limits prescribed under Schedule V of the Companies Act, 2013

Dinesh Bajaj

Dinesh Bajaj, is appointed as Executive Director of our Company since 2007 and he has been appointed as Chief financial Officer vide Board Resolution dated August 08, 2018. The significant terms of his employment are as below:

Remuneration	Rs. 19.20 Lakhs per annum
Term	Liable to retire by rotation
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure as Chief Financial Officer, he will be entitled to the remuneration mentioned above by way of maximum remuneration.

Sitting Fees

Non-Executive Directors and Independent Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at AGM meeting held on September 14, 2018 pursuant to provisions of section 180(1)(c) and other applicable provisions, if any of companies act 2013 our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed Rs. 20000.00 lakhs in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares. As on date of this Draft Red Herring Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	Number of Equity Shares Held (Pre-Issue)	Percentage of pre-Issue capital
Rajendra Seksaria	1,23,79,092	78.43
Dinesh Bajaj	420	Negligible
Total	**1,23,79,512**	**78.43**

Interest of our Directors

Interest in promotion of our Company

Our Director, Rajendra Seksaria, may be deemed to be interested to the extent of being Promoter of our Company. He may also be deemed to be interested to the extent of any dividend payable to him and other distributions in respect of the Equity Shares held by him. For further details, refer to chapters titled *"Our Promoter and Promoter Group"* and *"Related Party Transactions"* beginning on page 169 and 175 of this Draft Red Herring Prospectus.

Interest in the property of our Company

Except as stated in the heading titled "*Land and Properties*" under the chapter titled "*Our Business*" beginning on page 124 and chapter titled "*Related Party Transaction*" on page 175 of the Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our Directors do not have any interest in any immovable property to be acquired by the Company except otherwise disclosed in the heading titled "*Land and Properties*" under the chapter titled "*Our Business*" beginning on page 124 of the Draft Red Herring Prospectus**.**

Interest as Member of our Company

As on date of this Draft Red Herring Prospectus, our Directors together holds 1,23,79,512 Equity Shares i.e. 78.43 % of the pre-issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in "*Statement of Related Parties' Transactions*" in the chapter titled *"Financial Statements as Restated"* of this Draft Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus.

Interest by way of Remuneration from Our Company

Our Chairman, Managing Director & Executive Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details please refer "*Terms and conditions of employment of our Chairman and Managing Director & Executive Director*" above. Further, all our Non-Executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. The Independent Directors are paid sitting fees for attending the meetings of the Board and committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Interest as a creditor of our company

As on the date of this Draft Red Herring Prospectus, our Managing Director may also be deemed to be interested to the extent of unsecured loan given by them to our Company. For further details please refer to chapter titled Related Party Transactions beginning on page 175 of this Draft Red Herring Prospectus.

Interest in transactions involving acquisition of land

Our Promoters are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled "*Land and Properties*" under chapter titled "*Our Business*" beginning on page 124 of this Draft Red Herring Prospectus, our Promoters has not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Promoters are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Contingent and Deferred Compensation payable to Directors

No Director has received or is entitled to any contingent or deferred compensation.

Other Interests

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer "*Financial Statements as Restated"* on page 177 of this Draft Red Herring Prospectus.

Payment of benefits

Except to the extent of remuneration payable to the Executive Directors for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last two years preceding the date of this Draft Red Herring Prospectus, and does not intend to pay, any amount or benefits to our Directors.

Appointment of relatives of Directors to any office or place of profit

Except as disclosed in this Draft Red Herring Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Bonus or Profit-Sharing Plan for our Directors

As on the date of this Draft Red Herring Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our Directors.

Our Company has adopted the following policies

- Code of Conduct
- Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

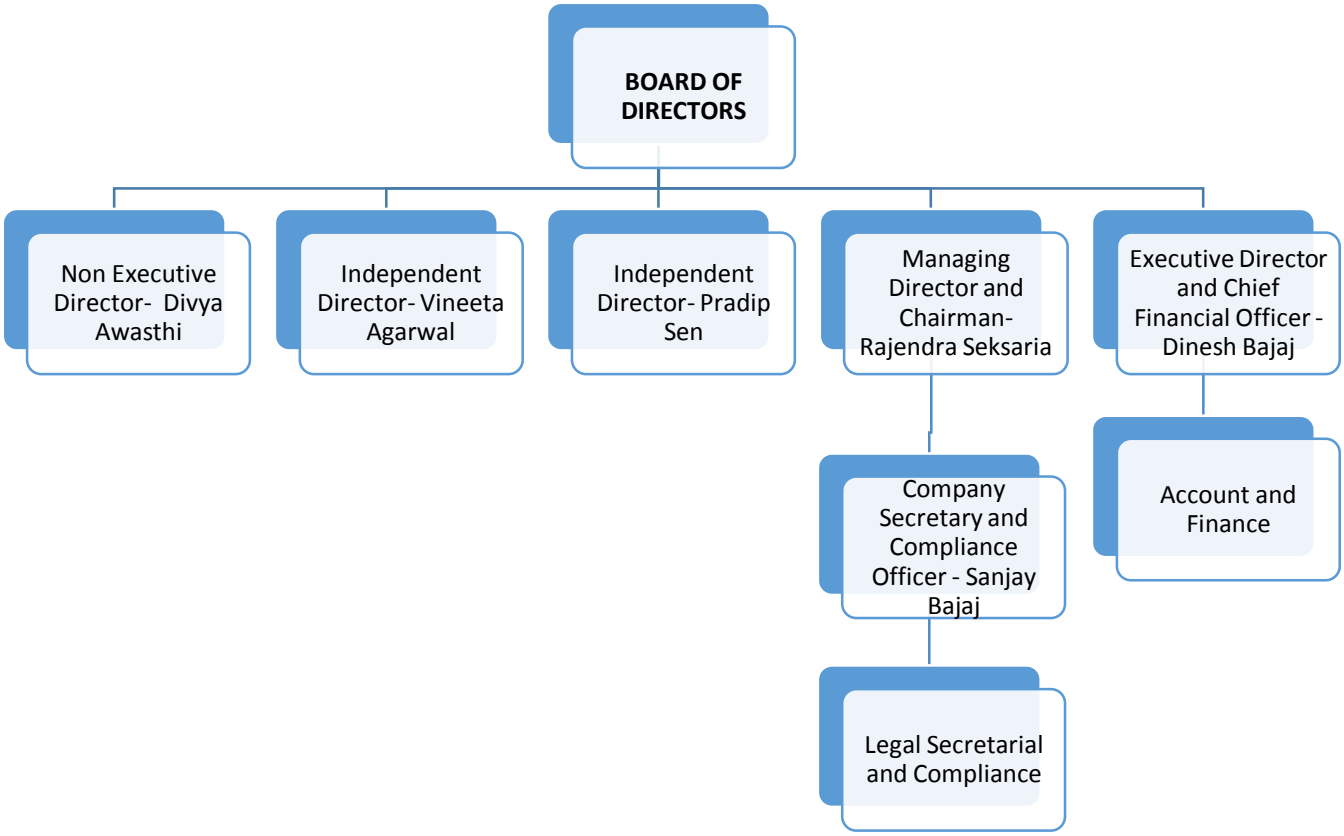
- Whistle Blower Policy & Vigil Mechanism
- Risk Management Policy
- Related Party Transaction (RPT) Policy
- Policy for Preservation of Documents & Archival of Documents
- Policy for Prevention of Sexual Harassment
- Foreign Exchange Policy
- Policy for Corporate Social Responsibility

Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

Name	Date of Event	Nature of Event	Reason
Vineeta Agrawal	February 23, 2018	Appointment	Appointed as Additional Independent Director
Rajendra Seksaria	August 08, 2018	Change in Designation	Designated as Managing Director of our Company
Divya Awasthi	August 08, 2018	Appointment	Appointed as Non-Executive Additional Director
Pradip Sen	August 08, 2018	Appointment	Appointed as Additional Independent Director
Vineeta Agrawal	September 14, 2018	Regularization	Regularized as Independent Director
Divya Awasthi	September 14, 2018	Regularization	Regularized as Non-Executive Director
Pradip Sen	September 14, 2018	Regularization	Regularized as Independent Director

Organisation Structure



Corporate Governance

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The Corporate governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, there are five Directors on our Board out of which more than one third are Independent Directors. Our Company follows the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations, the Equity Listing Agreements and the Companies Act, 2013.

Committees of our Board

The following committees have been constituted in terms of SEBI Listing Regulations and the Companies Act, 2013

a. Audit Committee
b. Stakeholders' Relationship Committee

c. Nomination and Remuneration Committee
d. Corporate Social Responsibility Committee

Audit Committee

Our Company has constituted an audit committee ***("Audit Committee")***, as per section 177 of the Companies Act 2013 vide resolution passed at the meeting of the Board of Directors held on September 04, 2018.

The committee presently comprises the following three (3) directors:

Name of Director	Status in Committee	Nature of Directorship
Vineeta Agarwal	Chairperson	Independent Director
Pradip Sen	Member	Independent Director
Dinesh Bajaj	Member	Executive Director & CFO

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

Stakeholders' Relationship Committee

Our Company has constituted a shareholder / investors grievance committee *"Stakeholders' Relationship Committee"* to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on September 04, 2018.

The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Divya Awasthi	Chairperson	Non-Executive Director
Dinesh Bajaj	Member	Executive Director
Rajendra Seksaria	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

Tenure

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

Meetings

The Stakeholder's Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

Role of the Stakeholders' Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on September 04, 2018. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of Director	Status in Committee	Nature of Directorship
Divya Awasthi	Chairperson	Non-Executive Director
Pradip Sen	Member	Independent Director
Vineeta Agrawal	Member	Independent Director
Rajendra Sekaria	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

Tenure

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance.

Role of the Nomination and Remuneration Committee not limited to but includes:

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
- Formulation of criteria for evaluation of performance of independent directors and Board of Directors

- Devising a policy on diversity of board of directors
- Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Director / Managing Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme

Corporate Social Responsibility Committee

Our Company has re-constituted a Corporate Social Responsibility Committee in accordance section 135 of Companies Act 2013. The re-constitution of the Corporate Social Responsibility Committee was approved by a Meeting of the Board of Directors held on September 04, 2018. The said committee is comprised as under:

The Corporate Social Responsibility Committee comprises the following Directors:

Name of Director	Status in Committee	Nature of Directorship
Rajendra Seksaria	Chairperson	Managing Director
Dinesh Bajaj	Member	Executive Director
Vineeta Agarwal	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Corporate Social Responsibility Committee.

Role of the Corporate Social Responsibility Committee not limited to but includes:

- To formulate, revise and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;

- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Sanjay Bajaj, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board**.**

OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013, in addition to Rajendra Seksaria, our Managing Director.

For details of our Managing Director, please refer "*Our Management*" of this Draft Red Herring Prospectus.

Dinesh Bajaj, Executive Director and Chief Financial Officer

Mr. Dinesh Bajaj**,** aged 57 Years, is the Executive Director and Chief Financial Officer of our Company. He has been associated with our company since 2007. He is a commerce graduate from University of Calcutta. He has an experience of around 18 years in finance and accounts. His core competency is in Finance and Project Execution division of our Company.

Sanjay Bajaj, Company Secretary and Compliance Officer

Mr. Sanjay Bajaj, aged 32 years, is the Whole Time Company Secretary of our Company. He has been associated with our Company since November 21, 2017 and was designated as the Compliance Officer of the Company on August 08, 2018. He holds a bachelor's degree of Commerce from St. Xavier's College, Kolkata. He is a qualified Company Secretary, Chartered Accountant and Cost and Works Accountant. He is also an Associate Member of the Institute of Company Secretaries of India and Institute of Chartered Accountants of India. He has an experience of over 7 years in the field of corporate and legal compliance, finance and accounts. He is responsible for the secretarial and legal compliances and matters related thereto of our Company.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Nature of family relationship

None of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

Shareholding of the Key Managerial Personnel

As on date of this Draft Red Herring Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company:

Sl. No.	Name of the Key Managerial Personnel	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Rajendra Seksaria	1,23,79,092	78.43
2.	Dinesh Bajaj	420	Negligible
Total		**1,23,79,512**	**78.43**

Bonus or Profit-Sharing Plan for our Key Managerial Personnel

As on the date of this Draft Red Herring Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

Contingent and Deferred Compensation payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation as on date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon and other distributions in respect of such equity shares, if any. Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

Interest as Member

Mr. Rajendra Seksaria and Mr. Dinesh Bajaj are interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in "*Statement of Related Parties Transactions*" in the chapter titled "*Financial Statements as Restated*" of this Draft Red Herring Prospectus, our KMP do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our KMP is not interested in the appointment of Underwriter, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Service contracts with Key Managerial Personnel

Further, except in respect of statutory benefits upon termination of their employment in our Company or on retirement, no officer of our Company, including our Executive Director and the Key Management Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and Deferred Compensation payable to Key Managerial Personnel

No Key Managerial Personnel has received or is entitled to any contingent or deferred compensation

Loans to and from Key Managerial Personnel

Our Managing Director may also be deemed to be interested to the extent of unsecured loan given by them to our Company.

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our KMPs or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Interest in promotion of Our Company

Our Promoter and KMP Rajendra Seksaria may be interested to the extent our Company is promoted by them. For details, please refer "*Our Promoter and Promoter Group*" on page 169 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Red Herring Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Except as stated in the chapters *"Our Management"* and *"Related Party Transactions"* beginning on pages 155 and 175 respectively of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

Changes in Key Managerial Personnel in the Last Three Years

For details of changes in our Managing Director during the last three years, see "*Our Management*" page 155 of this Draft Red Herring Prospectus.

Set forth below are the changes in our Key Managerial Personnel in the last three years immediately preceding the date of this Draft Red Herring Prospectus:

Name	Designation	Date of Change	Reason
Mrs. Honey Agarwal	Company Secretary	October 04, 2017	Appointment
Mr. Sanjay Bajaj	Company Secretary	November 21, 2017	Appointment
Mrs. Honey Agarwal	Company Secretary	December 01, 2017	Resignation
Mr. Dinesh Bajaj	Chief Financial Officer	August 08, 2018	Appointment

Employees Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Draft Red Herring Prospectus.

Payment or Benefit to officers of Our Company

Except as stated in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled "*Financial Statements as Restated*" on page 177 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoters.

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. For more information, please refer chapter titled "*History and Certain Other Corporate Matters*" on page 149 of this Draft Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Company is promoted by Mr. Rajendra Seksaria. As on the date of this Draft Red Herring Prospectus, our Promoter holds 1,23,79,092 Equity Shares representing 78.43% of the issued and paid-up Equity Share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, see "*Capital Structure*" on page 69 of this Draft Red Herring Prospectus.

Brief Profile of our Promoter

Mr. Rajendra Seksaria

	Mr. Rajendra Seksaria, aged 46 years, is the Promoter, Chairman and Managing Director of our Company. He has an experience of around 20 years in IT and telecom products distribution industry. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company. **Residential Address:** 21, Ballygunge Park Road, Rajat Garden, Flat no. 102, 1st Floor, Kolkata – 700 019, West Bengal. **Passport No**: Z3421206 **Driving License**: WB-0120090721137 **Voter ID:** MFN2889814 **Other ventures of our promoter:** • Venkatesh International Exim Private Limited • NYK Techno Solutions Private Limited • Rajendra Seksaria HUF For a complete profile of Mr. Rajendra Seksaria, i.e., his educational qualifications, experience, positions/posts held in the past and other directorships and special achievements, please refer "*Our Management*" on page 155 of this Draft Red Herring Prospectus.

We confirm that the PAN, Passport and Bank Account Number of our Promoter will be submitted to the Stock Exchange where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

Interest of our Promoter

Our Promoter is interested in our Company to the extent he has promoted our Company and to the extent of his respective Equity shareholding in our Company and dividend receivable, if any that may be made by our Company in the future. For details pertaining to our Promoter's shareholding, please refer "*Capital Structure*" on page 69 of this Draft Red Herring Prospectus.

Our Promoter is also the Director and KMP of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of our Company. For more information, please refer "*Our Management*" on page 69 of this Draft Red Herring Prospectus.

Except as mentioned in the chapter titled "*Our Business*", our Promoter has no interest in any property acquired by our Company within two years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land, construction of building and supply of machinery etc.

Other than as disclosed in the chapter titled "*Financial Statements as Restated*" on page 177 of this Draft Red Herring Prospectus, there are no sales/purchases between our Company and our Promoter and Promoter Group, Group Companies and our associate companies when such sales or purchases exceeding in value in the aggregate 10% of the total sales or purchases of our Company or any business interest between our Company, our Promoter, our Promoter Group, Group Companies and the associate companies as on the date of the last financial statements.

There is outstanding unsecured loan by our Promoter which is repayable on demand. For further details, please refer "*Financial Statements as Restated*" and "*Statement of Financial Indebtedness*" on pages 177 and 194 respectively of this Draft Red Herring Prospectus.

Change in the management and control of Our Company

Except as stated in the chapter titled "*Our Management-Changes in our Board during the last three years and Changes in Key Managerial Personnel in the Last Three Years*" beginning on page 155 of this Draft Red Herring Prospectus, there has not been any change in the management or control of our Company in three years immediately preceding the date of this Draft Red Herring Prospectus.

Payment of Benefit to our Promoter

Except as stated above in "*Capital Structure*", "*Our Management*" and "*Financial Statements as Restated*" on pages 69, 155 and 177 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoter, members of our Promoter Group and Group Entities, during the two years preceding the filing of this Draft Red Herring Prospectus.

Litigations involving our Promoter

For details relating to legal proceedings involving our Promoter, please refer "*Outstanding Litigations and Material Developments"* on page 198 of this Draft Red Herring Prospectus.

Common Pursuits

Other than as disclosed in the chapter titled "*Our Group Companies"* beginning on page 172 of this Draft Red Herring Prospectus, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Confirmations

- Our Company, our individual Promoter and members of the Promoter Group are not Willful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against them.
- Our Promoter is not interested as a member of a firm or Company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or Company in cash or otherwise by any person for services rendered by our Promoter or by such firm or Company in connection with the promotion or formation of our Company.
- Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Our Promoter is not and have never been Promoter, Director or person in control of any other Company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Except as disclosed in "*Outstanding Litigation and Material Developments*", there are no litigations or legal actions pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Issue against our Promoter.
- Except as disclosed in *"Financial Statements as Restated",* our Promoter is not related to any of the sundry debtors or is not beneficiary of Loans and Advances given by/to our Company.
- Except as disclosed in *"Our Group Companies",* neither of our Group Companies have become sick companies under the SICA. Further, no winding up proceedings have been initiated against the Promoter or the Group Companies.

Guarantees

Our Promoter has given guarantees to financial institutions in respect of credit facility availed by our company as of the date of this Draft Red Herring Prospectus. For further details please refer chapter titled "*Statement of Financial Indebtedness*" on page 194 of this Draft Red Herring Prospectus.

Companies with which our Promoter has disassociated in the last three years

Except as stated below, our Promoter has not disassociated with any Company/firms in the preceding three years.

S. No.	Name of Company	Reason for Disassociation	Date of Disassociation
Mr. Rajendra Seksaria			
1.	NYK Techno Solutions	Dissolution of partnership firm	February 01, 2018

Our Promoter Group

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

Natural Persons who form part of our Promoter Group pursuant to Regulation 2(1)(zb)(ii) of the SEBI (ICDR) Regulations, 2009:

Father	Mahabir Prasad Seksaria
Mother	Sushila Devi Seksaria
Spouse	Sangeeta Seksaria
Brother(s)	Shailendra Kumar Seksaria
Sister(s)	Renu Jhunjhunwala and Rajni Dalmia
Son(s)	Master Utkarsh Seksaria
Daughter(s)	Harshika Seksaria
Spouse's Father	Late Shankar Lal Churiwal
Spouse's Mother	Lata Devi Churiwal
Spouse's Brother	Sanjeev Churiwala
Spouse's Sister	Babita Agarwal and Kavita Jhajharia

Entities forming part of the Promoter Group pursuant to Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009:

- BSPL HK Private Limited
- NYK Techno Solutions Private Limited
- Venkatesh International Exim Private Limited
- Rajendra Seksaria HUF
- Mahabir Prasad Seksaria HUF

***All persons who are not relatives but whose shareholding is aggregated pursuant to Regulation 2(1)(zb)(v) of the SEBI (ICDR) Regulations, 2009, for the purpose of disclosing in the Draft Red Herring Prospectus under the heading "shareholding of the promoter group"*:**

- Satish U Raghani
- Komal Raghani
- Siddharth Awasthi
- Dinesh Bajaj

Relationship of our Promoter with our Directors

Our Promoter is part of our Board of Directors as Chairman and Managing Director.

Our Promoter is not related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of "Group Companies", our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. Pursuant to a resolution dated August 08, 2018, 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.

For the avoidance of doubt, it is clarified that our subsidiary will not be considered as a group company.

As per our materiality policy, the following companies form part of our Group Companies:

1. Venkatesh International Exim Private Limited
2. NYK Techno Solutions Private Limited

The details of our Group Entities are provided below:

1. Venkatesh International Exim Private Limited (VIEPL)

Corporate Information

Venkatesh International Exim Private Limited was incorporated on November 27, 2012 under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal.

Incorporation Date	November 27, 2012
CIN	U74900WB2012PTC188687
Registered Office	Eco Space, Plot No. 2F/11, New Town, 9th Floor, Unit No. 902, Block – 4B, Rajarhat, Kolkata – 700 156, West Bengal, India
Nature of Activity	Engaged in the business of consultancy, advisory and all related services in all areas of Information Technology
Board of Directors	Rajendra Seksaria Dinesh Bajaj

The authorized share capital of the VIEPL is Rs. 4,15,00,000 divided into 4,15,000 equity shares of Rs.100 and the paid-up share capital is Rs. 4,07,70,000 divided into 4,07,700 equity shares of Rs.100 each.

Set Forth below, is the shareholding Pattern of VIEPL is as follows: -

Shareholder name	No. of shares	Percentage of Share holding
Rajendra Seksaria	4,07,690	99.99
Dinesh Bajaj	10	0.01
Total	**4,07,700**	**100.00**

Financial Performance

The audited financial results of VIEPL for the last three financial years, preceding the date of this Draft Red Herring Prospectus are as follows: -

*(*Rs. *In Lakhs, except per share data)*

Particulars	2018	2017	2016
Equity Share Capital	407.70	407.70	407.70
Reserve and surplus (excluding Revaluation reserve, if any)	29.14	12.34	5.64
Net Asset Value per Share (in Rs.)	107.15	103.03	101.38

Significant Notes by Auditors

Nil

Nature and extent of Interest of our Promoter

Our Promoter, Rajendra Seksaria holds 4,07,690 equity shares of the Company constituting 99.99% of the total shareholding of the company. Our Promoter, Rajendra Seksaria is the Director of VIEPL.

2. NYK Techno Solutions Private Limited (NYKTSPL)

Corporate Information

NYK Techno Solutions Private Limited was incorporated on August 13, 2015 under the provisions of the Companies Act, 2013 with the Assistant Registrar of Companies, West Bengal.

Incorporation Date	August 13, 2015
CIN	U72300WB2015PTC207445
Registered Office	Eco Space, Plot No. 2F/11, New Town, 9th Floor, Unit No. 902, Block – 4B, Rajarhat, Kolkata – 700 156, West Bengal, India
Nature of Activity	Engaged in the business of providing information technology services.
Board of Directors	Rajendra Seksaria Sangeeta Seksaria

The authorized, issued, subscribed and paid-up share capital of the NYKTSPL is 1,00,000 divided into 1000 equity shares of Rs.100 each.

Set Forth below, is the shareholding Pattern of NYKTSPL is as follows: -

Shareholder name	No. of shares	Percentage of Share holding
Rajendra Seksaria	500	50
Sangeeta Seksaria	500	50
Total	**1,000**	**100.00**

Financial Performance

The audited financial results of NYKTSPL for the last three financial years, preceding the date of this Draft Red Herring Prospectus are as follows: -

*(*Rs. *In Lakhs, except per share data)*

Particulars	2018	2017	2016
Equity Share Capital	1.00	1.00	1.00
Reserve and surplus (excluding Revaluation reserve, if any)	(0.24)	(0.18)	(0.12)
Net Asset Value per Share (in Rs.)	75.7	82.22	87.83

Significant Notes by Auditors

Nil

Nature and extent of Interest of our Promoters

Our Promoter, Rajendra Seksaria hold 500 equity shares of the Company constituting 50% of the total shareholding of the company. Also, our Promoter, Rajendra Seksaria is the Director of NYKTSPL.

Interest of Group Companies

Interest in promotion of Our Company

None of our Group Companies were interested in the promotion of our Company.

In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus.

Except as mentioned in the chapter titled "*Our Business*" under the heading *"Land & Properties"* beginning on page 124 of this Draft Red Herring Prospectus, none of our Group Companies have any interest in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of Draft Red Herring Prospectus or proposed to be acquired by it.

Interest in the transaction involving acquisition of land, construction of building and supply of machinery

None of our Group Companies is interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Common Pursuits among the Group Companies with our Company

Our group companies are either engaged in or are permitted to carry on business activities, similar to that of our company, pursuant to the provisions of their respective MOA or charter documents. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when it arises. Further, we have not entered into any non-compete or similar arrangement with Group Company or otherwise

with our Promoter. Accordingly, there can be no assurance that this Group Company will not in future engage in any competing business activity or acquire interests in competing ventures.

Related Business Transactions within the Group Companies and significance on the financial performance of Our Company

For details, please refer "*Financial Statements as Restated*" on page 177 of this Draft Red Herring Prospectus.

Significant Sale/Purchase between Group Entities and our Company

None of our Group Entities is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Business Interest of Group Companies

Except as disclosed in *"Financial Statements as Restated"* on page 177, none of our Group Companies has any business interest in our Company.

Negative Net worth of our Group Companies

None of our Group Companies have negative net worth in the immediately preceding year.

Litigations involving our Group Companies

For details relating to legal proceedings involving our Group Entities, please refer "*Outstanding Litigations and Material Developments*" on page 198 of this Draft Red Herring Prospectus.

Other Confirmations

As on the date of this Draft Red Herring Prospectus, none of the Group Companies: (i) are listed on any stock exchange; (ii) have completed any public or rights issue since the date of its incorporation; (iii) have become a sick Company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 in India; (iv) has received any winding up petition accepted by a court; (v) have become defunct; (vi) have made an application to the relevant registrar of companies (in India), for striking off its name;

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 are Willful Defaulters.

Dissociation by the promoters in the last three years

Our Promoters have not disassociated themselves from any of the group companies during the last three years preceding the date of the Draft Red Herring Prospectus.

Payment or benefit to our Group Companies

Except as stated in chapter titled "*Related Party Transactions*" beginning on page 175 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Group Companies during the financial years ended, March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to section titled "*Financial Statements as Restated*" beginning on page 177 of this Draft Red Herring Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years.

Our Company has not paid any dividend for the last five years. Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the record date are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Financial Statements	Page No.
Restated Standalone Financial Statements	F-1 to F-31
Restated Consolidated Financial Statements	F-32 to F-63

Auditor's Report on the Restated Standalone Summary Statement of Assets and Liabilities as at March 31, 2018, 2017, 2016, 2015 and 2014, Profit and Loss and Cash Flows for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014 of Balaji Solutions Limited (collectively, the "Restated Standalone Summary Statements")

To,
The Board of Directors,
Balaji Solutions Limited,
Unit No. 4-B, Eco Space Business Park, New Town,
Rajarhat, 9th floor, Room No. 902,
Kolkata-700156, West Bengal, India.

Dear Sirs,

1. We have examined the attached Restated Standalone Summary Statements along with significant accounting policies and related notes of Balaji Solutions Limited (Formerly known as Balaji Solutions Private Limited "the Company") as at and for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") in connection with its proposed Initial Public Offer on the SME Platform of BSE Limited. These Restated Standalone Summary Statements have been extracted by the Company and approved by the Board of Directors of the Company.

2. These Restated Standalone Summary Statements have been prepared in accordance with the requirements of:

   (i) Part I of Chapter III to the Companies Act, 2013 ("**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;

   (iii) The terms of reference to our engagements with the Company letter dated 10th July, 2018 requesting us to carry out the assignment, in connection with the Offer Document being issued by the Company for its proposed Initial Public Offering of equity shares on the SME Platform of BSE Limited ("IPO" or "SME IPO"); and

   (iv) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. The Restated Standalone Summary Statements of the Company have been extracted by the management from the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 2017, 2016, 2015, and 2014 which have been approved by the Board of Directors of the Company.

4. In accordance with the requirements of Part I of Chapter III of Act including the rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

   (i) The "Restated Standalone Statement of Assets and Liabilities" as set out in Annexure 1 to this report, of the Company as at March 31, 2018, 2017 , 2016, 2015 and 2014 has been extracted by the Company and approved by the Board of Directors. These Restated Standalone Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual standalone financial statements of the Company, as in our opinion were appropriate and more fully Described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

   (ii) The "Restated Standalone Statement of Profit and Loss" as set out in Annexure 2 to this report, of the Company for the financial year ended March 31, 2018, 2017, 2016, 2015 and 2014 has been extracted by the Company and approved by the Board of Directors. These Restated Standalone Statement of Profit and Loss, have been arrived at after making such adjustments and regroupings to the individual standalone financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

   (iii) The "Restated Standalone Statement of Cash Flows" as set out in Annexure 3 to this report, of the

Company for the financial year ended March 31, 2018, 2017, 2016, 2015 and 2014 has been extracted by the Company and approved by the Board of Directors. These Restated Standalone Statement of Cash Flows, have been arrived at after making such adjustments and regroupings to the individual standalone

financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

5. Based on the above and also as per the reliance placed by us on the Audited Standalone Financial Statements of the company and Auditor's Report thereon which have been prepared by Statutory Auditor of the Company for the financial year ended March 31, 2018, 2017, 2016, 2015 and 2014, we are of the opinion that:

   (i) Restated Standalone Financial Statements have been made after making adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.

   (ii) Restated Standalone Financial Statements have been made after making adjustments for prior period and regrouping of material amounts in the respective financial years to which they relate.

   (iii) There are no extra-ordinary items that need to be disclosed separately in the restated standalone financial statements.

   (iv) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended March 31, 2018, 2017, 2016, 2015 and 2014 which would require adjustments in the Restated Standalone Financial Statements of the Company except the following:

   (a) As per Accounting Standard- 2 "Valuation of Inventories" issued by the Institute of Chartered Accountants of India, Company is required to value its inventory at each reporting date at Lower of Cost or Net Realizable Value. However, the company had not valued its inventory according to requirements of AS-2 for the financial years 2013-14, 2014-15 and 2015-16. The Company is unable to provide Net Realizable Value of closing inventory of these years at the time of restatement of financial statements. Therefore, we are unable to make adjustment of this qualification in the restated standalone financial statements and quantify the impact of the qualification on the profitability in the restated standalone financial statement of the Company.

   (b) As per Accounting Standard- 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India, Company is required to assess its gratuity liability each year on the basis of actuarial valuation and make provision for gratuity liability. However, for the financial year 2013-14 the company has not provided for gratuity liability in the restated standalone financial statements and has not taken any actuarial valuation report for such liability for that financial year. Therefore, we are unable to comment on its impact on the profitability in the restated standalone financial statements of the Company.

   (v) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure 4 to this report.

6. Audit of the Standalone Financial Statements for the financial year ended March 31, 2018 was conducted by M/s Kedia Dhandharia and Company, Chartered Accountants and Audit for the financial years ended March 31, 2017, 2016, 2015 and 2014 was conducted by M/s K.K. Chanani and 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 is based solely on the report submitted by them and no routine audit has been carried out by us.

   Further, standalone financial statements for the financial year ended March 31, 2018 have been re-audited by us as per the relevant guidelines of the ICDR Regulations.

7. We have also examined the following other restated standalone financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial years ended on March 31, 2018, 2017, 2016, 2015 and 2014 proposed to be included in the Offer Document:

   - Significant Accounting Policies and Notes to Accounts as restated in Annexure 4;
   - Standalone Reconciliation of Restated Profit as appearing in Annexure 5 to this report.
   - Standalone Details of Share Capital as Restated as appearing in Annexure 6 to this report;
   - Standalone Details of Reserves and Surplus as Restated as appearing in Annexure 7 to this report;
   - Standalone Details of Long Term Borrowings as Restated as appearing in Annexure 8 to this report;

- Standalone Details of Deferred Tax Liabilities as Restated as appearing in Annexure 9 to this report
- Standalone Details of Short Term Borrowings as Restated as appearing in Annexure 10 to this report;
- Standalone Details of Trade Payables as Restated as appearing in Annexure 11 to this report;

- Standalone Details of Other Current Liabilities as Restated as appearing in Annexure 12 to this report;
- Standalone Details of Short Term Provisions as Restated as appearing in Annexure 13 to this report;
- Standalone Details of Tangible & Intangible Assets as Restated as appearing in Annexure 14 to this report;
- Standalone Details of Non-Current Investment as appearing in Annexure 15 to this report;
- Standalone Details of Deferred Tax Assets as Restated as appearing in Annexure 9 to this report
- Standalone Details of Long Term Loans & Advances as Restated as appearing in Annexure 16 to this report;
- Standalone Details of Current Investments as appearing in Annexure 17 to this report;
- Standalone Details of Inventories as Restated as appearing in Annexure 18 to this report;
- Standalone Details of Trade Receivables as Restated enclosed as Annexure 19 to this report;
- Standalone Details of Cash and Cash Equivalents as Restated enclosed as Annexure 20 to this report;
- Standalone Details of Short Term Loans & Advances as Restated as appearing in Annexure 21 to this report;
- Standalone Details of Other Current Assets as appearing in Annexure 22 to this report;
- Standalone Details of Revenue from operations as Restated as appearing in Annexure 23 to this report;
- Standalone Details of Particulars of Sale of Product as Restated as appearing in Annexure-23 to this report.
- Standalone Details of Other Income as Restated as appearing in Annexure 24 to this report;
- Standalone Details of Purchase of Stock-in-Trade as Restated as appearing in Annexure 25 to this report;
- Standalone Details of Changes in Inventories Stock in Trade as Restated as appearing in Annexure 26 to this report;
- Standalone Details of Employee Benefit Expenses as Restated as appearing in Annexure 27 to this report;
- Standalone Details of Finance Cost as Restated as appearing in Annexure 28 to this report;
- Standalone Details of Depreciation and Amortisation as Restated as appearing in Annexure 29 to this report;
- Standalone Details of Other expenses as Restated as appearing in Annexure 30 to this report;
- Standalone Details of Related Parties Transactions as Restated as appearing in Annexure 31 to this report;
- Standalone Details of Summary of Accounting Ratios as Restated as appearing in Annexure 32 to this report
- Standalone Capitalization Statement as Restated as at March 31, 2018 as appearing in Annexure 33 to this report;
- Standalone Statement of Tax Shelters as Restated as appearing in Annexure 34 to this report.

8. We, M/s Gupta Agarwal and Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.

9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations except as mentioned above in para 5(iv). The Financial Statements and information referred to above is the responsibility of the management of the Company.

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

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

12. In our opinion, except for the matter contained in para 5(iv) above, the above financial information contained in Annexure 1 to 34 of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Initial Public Offering of the Company. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For **Gupta Agarwal & Associates**
Chartered Accountants
ICAI Firm's Registration No.: 329001E

Sd/-
J. S. Gupta
Partner

Membership No. : 059535

Date: 28th September, 2018
Kolkata

ANNEXURE -1

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	As at March 31,				
		2,018	2,017	2,016	2,015	2,014
EQUITY AND LIABILITIES						
Shareholders Funds						
a. Share Capital	6	1,052.30	967.30	345.47	465.64	133.04
b. Reserves & Surplus	7	3,132.13	1,865.02	1,514.87	987.31	1,002.27
Non Current Liabilities		-	-	-	-	-
a. Long Term Borrowings	8	359.83	24.00	37.82	-	-
b. Other Non Current Liabilities		-	-	-	-	-
c. Deferred Tax Liabilities	9	-	9.39	4.54	4.31	14.96
d.Long Term Provisions		-	-	-	-	-
Current Liabilities		-	-	-	-	-
a. Short Term Borrowings	10	7,865.89	5,952.09	3,715.73	3,756.70	2,636.70
b. Trade Payables	11	5,579.57	5,248.32	3,793.73	878.08	1,147.09
c. Other Current Liabilities	12	613.22	415.22	339.79	199.82	158.00
d. Short Term Provisions	13	36.97	54.80	14.45	0.88	6.15
T O T A L		**18,639.92**	**14,536.14**	**9,766.40**	**6,292.73**	**5,098.21**
ASSETS						
Non Current Assets						
a. Fixed Assets						
i. Tangible Assets	14	589.99	659.25	593.25	539.87	265.52
ii. Intangible Assets	14	-	-	-	0.10	0.17
iii. Capital W-I-P		736.97	131.69	22.22	0.15	-
b. Non Current Investments	15	0.00	-	-	-	-
c. Deferred tax assets	9	2.87	-	-	-	-
d. Long-term loans and advances	16	153.13	117.30	95.28	52.13	238.91
Current Assets						
a. Current Investment	17	-	-	0.26	4.47	9.99
b. Inventories	18	6,804.51	6,424.98	5,057.01	2,880.63	2,055.01
c. Trade Receivables	19	7,624.06	6,449.61	3,439.26	2,508.03	2,332.60
d. Cash and Cash Equivalents	20	13.71	18.75	200.04	32.77	51.00
e. Short Term Loans & Advances	21	2,049.31	304.26	147.69	30.99	12.15
f. Other Current Assets	22	665.36	430.30	211.38	243.59	132.86
T O T A L		**18,639.92**	**14,536.14**	**9,766.40**	**6,292.73**	**5,098.21**

See summary of significant accounting policies (Annexure4) and accompanying restated notes to accounts (Annexure 6 to Annexure 30) which form an integral part of these restated financial statements

As per our report attached of even date

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

Sd/-
Jay Shanker Gupta
(Partner)
Mem No: 059535
Date: 28th September, 2018
Kolkata,

For and on behalf of the Board of Directors

Sd/-
Rajendra Seksaria
Managing Director
DIN: 00943462

Sd/-
Dinesh Bajaj
Executive Director/CFO
DIN: 00638230

Sd/-
Sanjay Bajaj
Company Secretary

ANNEXURE -2

STATEMENT OF PROFIT AND LOSS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	For the year ended March 31,				
		2,018	2,017	2,016	2,015	2,014
INCOME						
Revenue from Operations	23	66,479.83	65,089.64	45,041.85	38,285.26	30,352.81
Other Income	24	498.14	393.30	50.96	90.05	32.52
Total Income (A)		**66,977.96**	**65,482.94**	**45,092.81**	**38,375.31**	**30,385.33**
EXPENDITURE						
Purchase of Stock-In-Trade	25	62,293.41	62,521.68	44,531.32	37,103.32	28,679.70
Change in inventory of Stock-in-trade	26	(379.53)	(1,367.97)	(2,176.38)	(825.63)	(21.82)
Employee benefit expenses	27	1,780.25	1,518.19	1,225.98	846.87	593.21
Finance costs	28	547.37	512.99	225.03	185.99	171.55
Depreciation and amortisation expense	29	58.66	55.56	43.83	75.15	28.85
Other Expenses	30	999.66	732.93	639.08	511.60	624.32
Total Expenses (B)		**65,299.82**	**63,973.38**	**44,488.86**	**37,897.30**	**30,075.81**
Profit before exceptional ,extraordinary items and tax		**1,678.14**	**1,509.56**	**603.95**	**478.01**	**309.52**
Less: Exceptional Items		-	-	-	-	-
Profit before extraordinary items and tax (A-B)		**1,678.14**	**1,509.56**	**603.95**	**478.01**	**309.52**
Extra ordinary items		-	-	-	-	-
Profit before tax		**1,678.14**	**1,509.56**	**603.95**	**478.01**	**309.52**
Tax expense :				-	-	-
Current tax		593.30	522.51	206.54	170.02	101.57
Deferred Tax		(12.26)	4.85	0.23	(10.65)	2.22
MAT Credit						-
Earlier Year Tax adjusted in the year to which it relates		-	10.22	(5.58)	0.99	1.73
Total Tax Expense		**581.04**	**537.57**	**201.19**	**160.36**	**105.52**
				-	-	-
Profit for the year (D-E)		**1,097.10**	**971.99**	**402.76**	**317.65**	**204.00**

See summary of significant accounting policies (Annexure 4) and accompanying restated notes to accounts (Annexure 6 to Annexure 30) which form an integral part of these restated financial statements

As per our report attached of even date

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

Sd/-
Jay Shanker Gupta
(Partner)
Mem No: 059535
Date: 28th September, 2018
Kolkata,

For and on behalf of the Board of Directors
Sd/-

Rajendra Seksaria Managing Director DIN: 00943462

Sd/-
Dinesh Bajaj
Executive Director/CFO
DIN: 00638230

Sd/-
Sanjay Bajaj
Company Secretary

ANNEXURE -3

STATEMENT OF CASH FLOW AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the year ended March 31,				
	2,018	2,017	2,016	2,015	2,014
Cash Flow From Operating Activities:					
Profit before tax	1,678.14	1,509.56	603.95	478.01	309.52
Dividend Received	-	-	-	-	-
Interest Income	(64.49)	(53.10)	(23.18)	(17.50)	(11.91)
Loss/(profit) on sale of Assets	25.01	0.53	2.73	6.01	(0.88)
Interest Paid	459.30	443.23	191.20	161.86	154.61
Depreciation	58.66	55.56	43.83	75.15	28.85
Operating Profit Before Working Capital Changes	**2,156.62**	**1,955.78**	**818.51**	**703.52**	**480.19**
Adjusted for (Increase)/ Decrease in:					
Other Current assets	(235.06)	(218.92)	32.21	(110.73)	(8.17)
Inventories	(379.53)	(1,367.97)	(2,176.38	(825.63)	(21.82)
Trade Receivables	(1,174.45)	(3,010.34)	(931.24)	(175.42)	(601.98)
Trade Payables	331.25	1,454.59	2,915.65	(269.01)	191.36
Short term loans & advances	(1,756.27)	(156.58)	(118.13)	(18.46)	0.91
Current Investment	-	0.26	4.21	5.52	3.59
Other Current Liabilities	197.99	75.43	139.98	41.82	82.95
Short term provision	5.49	31.98	14.15	(1.79)	(0.27)
	(3,010.58)	(3,191.55)	(119.55)	(1,353.71)	(353.43)
Deduct: Direct taxes (Net)	(605.40)	(524.36)	(199.61)	(174.87)	(97.06)
Cash Generated From Operations	**(1,459.35)**	**(1,760.13)**	**499.36**	**(825.06)**	**29.70**
Cash Flow From Investing Activities:					
Cash acquired on account of merger	-	-	4.14	-	-
Purchase of fixed assets	(47.27)	(122.30)	(110.70)	(361.39)	(184.81)
Proceeds from Sale of Fixed Assets	32.87	0.21	10.85	5.96	102.00
Interest Income	64.49	53.10	23.18	17.50	11.91
Capital Work in progress	(605.28)	(109.47)	(22.07)	(0.15)	-
Purchase of Non-current investments	(0.00)	-	-	-	-
(Increase)/Decrease in Long term Loans & Advances	(35.83)	(22.01)	(43.15)	186.78	(188.57)
Sale of Investments	-	-	-	-	3.15
Net Cash Flow from/(used in) Investing Activities: (B)	**(591.03)**	**(200.48)**	**(137.74)**	**(151.30)**	**(256.32)**
Cash Flow from Financing Activities:					
Issue Price	-	-	-	-	-
Face Value	85.00	-	-	-	0.01
Premiunm	170.00	-	-	-	0.07
Receipt / (repayment) of long term borrowings	335.83	(13.81)	37.82	-	-
Short Term Borrowings	1,913.80	2,236.36	(40.97)	1,120.00	367.45
Interest Paid	(459.30)	(443.23)	(191.20)	(161.86)	(154.61)
Net Cash Flow from/(used in) Financing Activities (C)	**2,045.33**	**1,779.32**	**(194.35)**	**958.13**	**212.91**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(5.04)	(181.29)	167.27	(18.23)	(13.71)
Cash & Cash Equivalents As At Beginning of the Year	18.75	200.04	32.77	51.00	64.71
Cash & Cash Equivalents As At End of the Year	13.71	18.75	200.04	32.77	51.00

As per our report attached of even date

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

Sd/-
Jay Shanker Gupta

For and on behalf of the Board of Directors

Sd/-

Rajendra Seksaria
Managing Director
DIN: 00943462

Sd/-

Sd/-

(Partner)
Mem No: 059535
Date: 28th September, 2018
Kolkata,

Dinesh Bajaj
Executive Director/CFO
DIN: 00638230

Sanjay Bajaj
Company Secretary

ANNEXURE - 4

NOTES TO AND FORMING PART OF RESTATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

The Company was originally incorporated as Balaji Solutions Pvt. ltd. on February 19, 2001 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Kolkata West Bengal. Thereafter, the Company was converted from Private Limited to Public Company as on March 28, 2008 and subsequently changed to Private Limited from Public Limited as on March 20, 2013, again the company is converted from Private Limited to Public Limited as on August 07,2018. A fresh certificate of incorporation consequent upon change of name was issued on August 07, 2018 by the Registrar of Companies, Kolkata. The Corporate Identification Number of the Company is U72900WB2001PLC092912.

2

2.1 SIGNIFICANT ACCOUNTING POLICIES & NOTES :

Basis Of Preparation of Financial Statements

The restated summary statement of assets and liabilities of the Company as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the related restated summary statement of profits and loss and cash flows for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been compiled by the management from the audited financial statements of the Company for the period/years ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with applicable provisions within rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the BSE SME in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except as otherwise stated.

The financial statements have been prepared on an accrual basis except as otherwise stated.

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 realisation in cash and cash equivalents, the Company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

2.2 Presentation and disclosure of financial statements

The company followed Schedule III notified under the Companies Act 2013, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

The Schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

2.3 Use Of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.4 Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

2.5 Cash Flow Statement

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

2.6 Accounting for Taxes on Income

Current Tax :-

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes :-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.

2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

2.7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Both current investments and long term investments are carried in the financial statements at cost.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.8 Current Assets, Loans & Advances

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

2.9 Inventories

The company had been valuing the Inventory at cost up to F.Y. 2015-16. Cost was being determined by using FIFO method. However in order to comply with the Accounting Standard-2, the company during the F.Y. 2016-17 has changed the valuation method of inventory at Lower of cost or NRV. Cost is determined by using FIFO method.

2.10 Property, Plant and Equipment and Depreciation

Tangible assets

Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. Cost comprises its purchase price, borrowing cost and any cost attributable to bringing the asset 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 expenditures related to an item of property, plant and equipment are added to its book value if and only if, it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Capital work in-progress represents expenditure incurred in respect of assets which are yet to be brought to it working condition for its intended use and are carried at cost. Cost includes related acquisition expenses, construction or development cost, borrowing costs capitalised and other direct expenditure.

Depreciation

Depreciation has been provided as per Straight Line Method (SLM) at the rates and manner, specified in Schedule XIV to the Companies Act, 1956 for the year ending on 31st March 2014 and it is provided as per the useful life prescribed under schedule II of the Companies Act, 2013 for the period ending on 31st March, 2015, 31st March 2016, 31st March 2017 and March 31, 2018 till the residual value of the asset is reduced equal to 5% of the original cost.

Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements. In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

2.11 Revenue Recognition

Sale of goods and Services are recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, Goods & Service Tax and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis. Sale of Services are recognized at the point of provision of services.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept. Dividend from investments in shares / units is recognized when the company receives it, if any.

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

Cost of purchase for the F.Y. 2017-18 to 2013-14 are reduced by the amount of Rs. 28,81,50,148/-, Rs. 26,40,13,124/-, Rs. 21,36,16,877/-, Rs. 8,29,20,653/- and Rs. 6,47,10,121/- respectively. This amount is in the nature of Discount Received.

2.12 Accounting for Investments

Investments are classified in Long-term. Long term Investments are valued at cost.

2.13 **Employees Retirement Benefit Plan**

a. Provident Fund:-

Provident fund is a defined contribution scheme as the company pays fixed contribution at predetermined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

b. Leave Encashment:-

The Management has decided on yearly basis for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

c. Provision for Gratuity:-

During the year F.Y.-2014-2015 the Company created a Gratuity fund with LIC and liability, calculated on accrual basis, has been paid to LIC towards Balaji Solutions Employees Gratuity Fund. Accordingly, payment of Rs. 3253698/- was made to LIC which included payment of Rs. 2174066/- towards liabilities up to 31.03.2014. No provision for Gratuity liability was made up to financial year 2013-14.

After F.Y. 2015-2016 Company's liability towards gratuity in accordance with Payment of Gratuity ACT, 1972 and other long term benefit are determined and accounted in accordance with AS-15(revised) based on the actuarial valuation provided by Life Insurance Corporation of India as on the Balance sheet date. So far as the Gratuity is concerned the company contributes the ascertained liability to the Life Insurance Corporation of India which administers the contributions and makes the payment at retirement, death or incapacitation of employment to employees.

2.14 **Borrowing Cost**

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

2.15 **Earning Per Shares**

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

2.16 **Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

2.17 **Contingencies and Events Occurring After the Balance Sheet Date**

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

2.18 **Net Profit or loss for the period, prior period items and changes in accounting policies**

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

2.19 **Changes in Accounting Policies in the period/ years covered in the restated financials**

There are no changes in significant accounting policies for the period/ years covered in the restated financials except the change in inventory valuation method, which was changed from Historical cost, where FIFO method of valuation is applied to "Lower of Cost or NRV", where cost was determined on FIFO Basis from F.Y. 2016-17 to comply with Accounting Standard-2.

2.20 **Foreign currency Transaction**

Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year/period, or reported in previous financial statements, are recognised as income or as expenses in the year/period in which they arise except those arising from investments in non-integral operations.

2.21 **Segment Reporting**

The Company is engaged in trading of Computer Peripherals and its part which as per AS-17, is considered only reportable Business segment by the management in light of the dominant source of nature of risks and returns, location of the production facilities and assets of the Company and relied upon by the Auditors. As per AS-17 all reportable information as regards segment revenue, segment result, carrying amount of segment assets, segment liabilities, total cost of acquisition of segment assets and depreciation are fairly disclosed in the financial statements

2.22 The company is liable for Corporate Social Responsibility (CSR) expenses as prescribed under section 135 of Companies Act, 2013 from F.Y.2017-
2018 and during the year the company has spent Rs.17,27,663 by payment to Prime Minister National Relief fund on account of Corporate Social Responsibility (CSR) expenses.

2.23 Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises development Act, 206" is based on the information available with the company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/ interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payments made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or on balance brought forward from previous year

2.24 During the all financial year, no material foreseeable loss was incurred for any long term contract including derivatives contracts.

AUDITOR'S REPORT

As per our report attached of even date
For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

Jay Shanker Gupta
(Partner)
Mem No: 059535
28th September, 2018
Kolkata

(₹ In Lakh except share data and unless otherwise stated)

2.25 CONTINGENT LIABILITIES

a)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Income Tax	59.33	59.33	59.33	59.33	14.30
Coustoms	12.05	12.05	12.05	12.05	-
Sales Tax	355.89	136.57	363.88	-	-
Total	**427.27**	**207.95**	**435.26**	**71.38**	**14.30**

b) Entry Tax in the state of West Bengal remains unpaid from 01/06/2013, as company has filed a writ petition before the Hon. Calcutta High Court.

As per the order date 08.08.2013 this writ petition is adjourned "sine die" till the disposal of the matter pending before the Hon'ble Division Bench.

We have received demand from the department Rs. 1,25,82,320/- up to financial year 2015-2016.

c)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Unexpired Bank Guarantee	1,429.10	2,208.25	1,180.20	949.16	34.51
Letter of Credit	70.11	91.68	112.08	-	176.69
Capital Commitment	33.20	12.12	12.12	-	-
Total	**1,532.41**	**2,312.05**	**1,304.40**	**949.16**	**211.20**

2.26 PAYMENT TO AUDITORS

	For the year ended March 31,				
	2018	2017	2016	2015	2014
Audit Fees	0.75	0.83	0.69	0.68	0.67
Tax Audit Fees	0.25	0.21	0.17	0.17	0.17
Other Services	0.43	0.32	0.50	0.57	0.25
Total	**1.43**	**1.36**	**1.36**	**1.42**	**1.09**

2.27 FOREIGN CURRENCY EXPOSURE

1) Details of earnings in foreign exchange

	For the year ended March 31,				
	2018	2017	2016	2015	2014
Sales	1586.76				
Bank Charges	6.45	5.04	-	-	-
Total	**1,593.21**	**5.04**	**-**	**-**	**-**

2) Details of expenditure in foreign exchange

	For the year ended March 31,				
	2018	2017	2016	2015	2014
Travelling Expense	15.85	12.27	11.78	8.59	10.19
Purchase	12,391.32	18,597.21	5,546.57	8,764.22	9,560.61
Buyer's Credit Interest	31.18	10.63	7.95	9.39	5.97
Bank Charges	1.74	-	-	-	-
Total	**12,440.09**	**18,620.10**	**5,566.31**	**8,782.21**	**9,576.78**

3) Unhedged Foreign Exchange Exposures

Particulars of Unheged foreign currency exposures as at Balance Sheet Date:-

Particulars	Currency	For the year ended March 31,				
		2018	2017	2016	2015	2014
Amount Payable	**USD**	39.04	36.33	2.76	19.56	21.43
	INR	2,539.18	2,355.27	182.95	1,224.41	1,288.22
Total		**2,578.22**	**2,391.59**	**185.71**	**1,243.97**	**1,309.66**

ANNEXURE - 5

RECONCILIATION OF RESTATED PROFIT:

(₹ In Lakh except share data and unless otherwise stated)

Adjustments for	For the year ended March 31,				
	2018	2017	2016	2015	2014
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	1079.27	980.25	404.19	313.79	210.24
Adjustments for:					
Depreciation & Amortization	-	0.10	(0.10)	-	-
Interest on TDS	-	-	(0.03)	(0.68)	-
Adjustment of Deferred Tax	5.74	-	-	-	-
Adjustment Earlier Years Tax		(10.22)	5.58	(0.99)	(1.73)
Adjustment Provision for Tax	12.10	1.85	(6.90)	5.52	(4.51)
Net Profit/ (Loss) After Tax as Restated	**1,097.11**	**971.98**	**402.75**	**317.64**	**204.01**

Notes:

Revenue from operation and Bad Debts are adjusted in the year to which it relates
Provision for Tax was recalculated as shown in Statement of Tax Shelter
Amortization of Intangible asset was taken into account

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ANNEXURE -6

DETAILS OF SHARE CAPITAL AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
EQUITY SHARE CAPITAL :					
AUTHORISED:					
Equity Shares of Rs. 10 each (in Rs.)	1,510.00	1,010.00	510.00	500.00	200.00
No. of shares	1,51,00,000	1,01,00,000	51,00,000	50,00,000	20,00,000

Note:

Right, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

ISSUED, SUBSCRIBED AND PAID UP

Equity Shares of Rs. 10 each (in Rs.)	1,052.30	967.30	345.47	465.64	133.04
No. of shares	105.23	96.73	34.55	46.56	13.30
	1,052.30	**967.30**	**345.47**	**465.64**	**133.04**

Reconciliation of number of shares outstanding at the end of the year:

Equity Shares at the beginning of the year	96.73	34.55	46.56	13.30	13.30
Add: Share Issued to Share Holding Erstwhile FOXIN TECHNOLOGIES PVT. LTD. according to scheme of Amalgamation. Shareholders holding 5 Equity Share s of Rs. 10/- each of fully paid-up of M/s. Foxin Technologies Pvt Ltd., the transferor company were allotted 2 equity share of Rs. 10/- each of Balaji Solutions Ltd the transferee company	-	-	0.32	-	-
Add: Shares issued during the year	8.50	-	-	-	0.00
Add: Bonus shares issued during the year	-	62.18	-	33.26	-
Less: Share Cancelled in lieu of Amalgamation vide Hon'ble Calcutta High Court order dated 05/09/2016	-	-	12.34	-	-
TOTAL	**105.23**	**96.73**	**34.55**	**46.56**	**13.30**

Note:
The company has increased the Authorised Share Capital of Rs. 101,000,000 (divided into 1,01,00,000 Equity Shares of Rs. 10/- each) to Rs.151,000,000 (divided into 15,100,000 Equity Shares of Rs. 10/- each) as approved vide ordinary resolution passed in the meetings of the members held on 05.05.2017. (1) During the financial year 2017-18 the company has allotted 850000 equity shares of face value of Rs. 10 each at a premium of Rs. 20/- per share aggregating to Rs. 25500000/- on 11/07/2017.
(2) 6218370 fully paid Equity shares of rs. 10/- each were allotted as bonus share on 22/03/2017.
(3) 3326000 fully paid Equity shares were allotted as bonus share on 19/03/2015.
(4) 100 fully paid Equity shares of face value Rs. 10/- each were allotted at a premium of Rs. 65/- per share aggregating to Rs. 7500/- on 16/05/2013.
(5) 840200 fully paid Equity share of Rs. 10/- each were allotted as Bonus share on 27/03/2017.

Details of Shareholders holding more than 5% of the aggregate shares of the **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As At 31 Mar 2018		As At 31 Mar 2017		As At 31 March 2016		As At 31 March 2015		As At 31 March 2014	
	No.	% of Holding	No.	% of Holding	No.	% of Holding	No.	% of Holding	No.	% of Holding
Rajendra Seksaria	82,52,628	78.42%	78,88,328	81.55%	28,17,260	81.55%	27,85,300	59.82%	7,94,000	59.68%
Rajendra Seksaria(HUF) Foxin	17,83,320	16.95%	17,83,320	18.44%	6,37,000	18.44%	6,37,000	13.68%	1,82,100	13.69%
Technologies Pvt. Ltd. Others	-	0.00%	-	0.00%	-		12,33,750	26.50%	3,52,500	26.50%
below holding less than 5%	4,87,072	4.63%	1,372	0.01%	390	0.01%	350	0.01%	1,800	0.14%
Total	**1,05,23,020**	**100.00%**	**96,73,020**	**100.00%**	**34,54,650**	**100.00%**	**46,56,400**	**100.00%**	**13,30,400**	**100.00%**

ANNEXURE - 7

DETAILS OF RESERVES AND SURPLUS AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Securities Premium Account					
Balance as per the last financial statements	416.11	416.11	353.11	353.11	353.04
Add - Premium on issue of equity shares during the year	170.00	-	-	-	0.07
Add - Addition on Amalgamation	-	-	63.00	-	-
Less–Utilisation for Authorised Capital Increase Expenses	-	-	-	-	-
Less: Utilisation for Capital Issue Expenses	-	-	-	-	-
Less- Utilised for issue of Bonus Shares	-	-	-	-	-
Closing Balance	**586.11**	**416.11**	**416.11**	**353.11**	**353.11**
General Reserves :-					
Opening Balance	-				
Add - Transfer from Profit & Loss Account	-	621.84		332.60	
Less - Bonus Issue	-	621.84		332.60	
Closing Balance	-				
Capital Reserve on Amalgamation :-	**114.08**	**114.08**	**114.08**	**-**	**-**
Surplus :-					
Opening Balance	1,334.84	984.69	634.20	649.16	445.16
Add - Transfer from Profit & Loss Account	1,097.10	971.99	402.76	317.65	204.00
Add - As per Transferor company on Amalgamation	-	-	-52.26	-	-
Less - Transfer to General Reserve	-	621.84	-	332.60	-
Less - Tax on Dividend	-	-	-	-	-
Closing Balance	**2,431.94**	**1,334.84**	**984.68**	**634.20**	**649.16**
	-	-	-	-	-
Securities Premium	-	-	-	-	-
Opening Balance	-	-	-	-	-
Add: Shares issued during the year	-	-	-	-	-
Less: Bonus Shares issued during the year	-	-	-	-	-
Closing Balance	-	-	-	-	-
TOTAL	**3,132.13**	**1,865.02**	**1,514.87**	**987.31**	**1,002.27**

ANNEXURE - 8

DETAILS OF LONG TERM BORROWINGS AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Secured					
1.Car Loan From Bank	24.25	37.82	50.18	-	-
(Car loan availed from HDFC Bank, Secured against hypothecation of Car, repayable in 48 EMI of Rs. 137781/- each commencing from 7th November, 2015)	-	-	-	-	-
2. Building Construction Loan from Bank	373.51	-	-	-	-
(Term Loan facility availed from HDFC bank, is secured by way of charge on immovable asset and hypothecation of stock and book debts. Additionally secured against immovable properties of director and their relatives and personal guarantee of directors. The loan is repayable in 48 EMI of Rs. 1004204/- each commencing from 07/12/2017)					
Unsecured	-	-	-	-	-
From Body Corporate	266.67	-	-	-	-
(Personal Guarantee given by the Directors)					
Less: Current maturity of Long Term Debt shown as current liability	304.59	13.81	12.36	-	-
TOTAL	**359.83**	**24.00**	**37.82**	**-**	**-**

Note There were no re-schedulement or default in the repayment of loans taken by the Company.

ANNEXURE - 9

DETAILS OF DEFERRED TAX (ASSET)/LIABILITY AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Deferred Tax Liability					
(A) Timing Difference Assets					
WDV of FA as per books of accounts	589.99	659.25	593.35	539.97	265.70
Less: WDV of FA as per I.T. Act	598.29	631.63	579.36	526.69	219.59
Provision for Gratuity as per Books of Accounts	-	-	-	-	-
Provision for Central Sales Tax as per Books of Accounts	-	-	-	-	-
Difference	8.30	27.62	13.99	13.28	46.10
(B) Net Timing Difference	8.30	27.62	13.99	13.28	46.10
Closing Deffrerd Tax Liablity/Assets	2.87	9.39	4.54	4.31	14.96
(C) Existing DTL/DTA	(9.39)	4.54	4.31	14.96	12.74
Deffered Tax Charged to P&L	12.26	4.85	0.23	-10.65	2.22
Deferred Tax (Assets)/Liability	**(2.87)**	**9.39**	**4.54**	**4.31**	**14.96**

ANNEXURE - 10

DETAILS OF SHORT TERM BORROWING AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	**2017**	**2016**	**2015**	**2014**
Secured Loan					
Loan Repayble on Demand-Cash Credit Facilities from HDFC Bank (Hypothecation of Stock & Book Debts (25% on Book Debts and Stock) Debtors upto 90 days.)	1,905.86	904.18	2,005.06	1,479.44	1,091.01
Others Loans & Advances-Term Loan	-	-	-	-	-
(Whole of Secured Loan is secured against hypothecation of stock and book debts Additionally secured against immovable properties of director and their relative and personal guarantee of directors)	806.98	1,329.30	177.18	1,254.39	1,169.17
	-	-	-	-	-
Unsecured Loan	-	-	-	-	-
loans & Advance	-	-	-	-	-
From Related Parties	474.60	388.45	-	37.50	55.37
From Financial Institutions	2,335.80	1,696.46	323.00	30.00	35.00
Clean Facility from Citi Bank	-	-	-	-	286.15
Clean Facility from Axis Bank	2,342.66	1,633.69	1,210.50	955.38	-
(Assignment of Bank guarantee of Rs. 3 crores issued by the borrower in favour Dell International Services India Pvt Ltd to Axis bank and Personal guarantee of Rajendra Seksaria.)	-	-	-	-	-
TOTAL	**7,865.89**	**5,952.09**	**3,715.73**	**3,756.70**	**2,636.70**

ANNEXURE- 11

DETAILS OF TRADE PAYABLES AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	**As at March 31,**				
	2018	**2017**	**2016**	**2015**	**2014**
Trade Payables					
Trade Payables due to other than MSME	5,579.57	5,248.32	3,793.73	878.08	1,147.09
Trade Payables due to MSME	-	-	-	-	-
TOTAL	**5,579.57**	**5,248.32**	**3,793.73**	**878.08**	**1,147.09**

* The Company has not received any information from the suppliers regarding their status under MSME Act, 2006. Thus in the absence of relevant information all trade payables are classified as other than MSME

ANNEXURE- 12

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Creditors for Capital Goods			-	-	-
Sundry Creditors For Expenses	236.57	104.07	196.42	94.37	73.06
Interest Accured & Due on Borrowings	23.29	16.65	-	1.03	0.93
Current Maturities of Long Term Debt	304.59	13.81	12.36	-	-
Security Deposits-Taken	5.45	4.20	4.25	0.50	-
Statutory Liabilities	18.04	-	-	-	-
TDS Payable	-	61.87	68.33	12.24	16.91
Service Tax Payable	-	3.63	1.01	0.80	0.24
VAT Payable	-	189.34	44.25	79.86	61.66
Deposits against C Forms	2.09	1.93	1.99	0.38	0.25
Professional Tax Payable	-	1.05	0.39	0.13	0.16
Provident Fund Payable	-	7.25	4.95	3.45	0.48
ESI Payable	-	1.88	0.99	0.90	0.75
Advance from Customers	23.18	9.54	4.84	6.15	3.56
TOTAL	**613.22**	**415.22**	**339.79**	**199.82**	**158.00**

ANNEXURE- 13

DETAILS OF SHORT TERM PROVISIONS AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Provision for Stale Cheques	-	-	-	0.30	2.09
Provision for Taxation	-	23.32	(0.00)	0.58	4.06
Provision for Employee Benefit	36.97	31.48	14.45	-	-
Audit Fees Payable	-	-	-	-	-
Total	**36.97**	**54.80**	**14.45**	**0.88**	**6.15**

ANNEXURE- 15

DETAILS OF OTHER NON-CURRENT INVESTMENTS **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Investment in Subsidiary Company	-	-	-	-	-
(1 No. Equity Share HKD 1 each of BSPL HK Pvt. Ltd.)					
Total	-	-	-	-	-

ANNEXURE- 16

DETAILS OF LONG-TERM LOANS AND ADVANCES **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Security Deposit for Electricity	1.80	1.75	2.12	10.75	2.33
Deposit with Sales Tax & Others	57.62	56.45	58.21	6.53	1.44
Deposit with Vendor	31.00	-	-	-	-
Advance for Plot at Jagdhishpur Howrah	-	-	-	-	210.01
Advance against Rent(to be adjusted against rent)	62.71	59.10	34.96	34.85	25.14
Total	**153.13**	**117.30**	**95.28**	**52.13**	**238.91**

ANNEXURE- 17

DETAILS OF CURRENT INVESTMENTS AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Other Investments-Unqoted	-	-	0.26	4.47	9.99
HDFC Asset Management Co. Ltd					
	-	**-**	**0.26**	**4.47**	**9.99**

ANNEXURE- 18

DETAILS OF INVENTORIES AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Stock In Trade	6,804.51	6,424.98	5,057.01	2,880.63	2,055.01
Total	**6,804.51**	**6,424.98**	**5,057.01**	**2,880.63**	**2,055.01**

ANNEXURE- 22

DETAILS OF OTHER CURRENT ASSETS AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Deposits with Bank (3-12 months)					
In deposit accounts with Scheduled Bank	-	430.30	207.17	243.59	132.86
In deposit accounts with Scheduled Bank more than 3 months in Transferor company	665.36	-	4.21	-	-
Total	**665.36**	**430.30**	**211.38**	**243.59**	**132.86**

ANNEXURE- 19

DETAILS OF TRADE RECEIVABLES AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Outstanding for a period more than 6 months	60.08	1.09	5.12	4.09	9.88
Outstanding for a period less than 6 months	7,563.97	6,448.52	3,434.14	2,503.93	2,322.73
TOTAL	**7,624.06**	**6,449.61**	**3,439.26**	**2,508.03**	**2,332.60**

ANNEXURE- 20

DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Bank Balances:					
In deposit accounts with Scheduled Bank	-	-	-	-	-
In deposit accounts with Scheduled Bank more than 3 months in Transferor company	-		-		
In current accounts with Scheduled Bank	5.08	6.45	178.48	18.69	19.33
Cash in Hand	8.62	12.30	21.55	14.08	31.67
TOTAL	**13.71**	**18.75**	**200.04**	**32.77**	**51.00**

ANNEXURE- 21

DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED **(₹ In Lakh except share data and unless otherwise stated)**

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Prepaid Expenses	29.88	14.55	27.03	15.71	3.88
Advance to Employee's	0.50	0.91	1.02	1.57	8.27
SAD Refundable	-	9.03	8.98	13.71	-
Advance to Vendors	839.24	276.51	94.48	-	-
Gst Receivable	1,123.14	-	-	-	-
Other Receivable	6.86	3.26	-	-	-
Advance Tax	13.98	-0.00	6.50	-0.00	0.00
TDS	35.71	-	9.68	-	-
TOTAL	**2,049.31**	**304.26**	**147.69**	**30.99**	**12.15**

ANNEXURE - 23

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31				
	2,018	**2,017**	**2,016**	**2,015**	**2,014**
REVENUE FROM OPERATIONS					
Sale of Goods					
Traded Products	65,711.08	64,914.70	44,897.95	38,257.40	30,294.37
Sale of Service					
Service Charges	768.75	174.95	143.90	27.86	58.45
TOTAL	**66,479.83**	**65,089.65**	**45,041.85**	**38,285.26**	**30,352.81**

ANNEXURE - 24

(₹ In Lakh except share data and unless otherwise stated)

OTHER INCOME					
Income from investment in shares & portfolio	-	-	3.45	3.46	2.92
Liabilities no longer required, written back	0.31	5.74	0.57	5.63	2.72
Surplus on use of depb licence	-	-	-	0.83	-
Insurance/other claims	4.08	1.39	15.44	0.70	-
Interest on fixed deposit	45.82	25.43	20.37	16.94	11.37
Other interest	18.67	27.67	2.82	0.56	0.54
Sundry Balance Written off-Net	0.10	0.07	0.71	-	-
Other income	7.02	0.03	-	0.37	1.55
Sad refundable(net)	1.55	21.09	7.60	31.88	12.53
Profit on Sale of Fixed Assets	-	-	-	-	0.88
Exchange Rate Fluctuation	420.5	311.8	-	29.67	-
TOTAL	**498.14**	**393.30**	**50.96**	**90.05**	**32.51**

ANNEXURE - 25

(₹ In Lakh except share data and unless otherwise stated)

PURHASE OF STOCK - IN- TRADE					
Purchase of Traded goods	62,293.41	62,521.68	44,531.32	37,103.32	28,679.70
TOTAL	**62,293.41**	**62,521.68**	**44,531.32**	**37,103.32**	**28,679.70**

ANNEXURE - 26

(₹ In Lakh except share data and unless otherwise stated)

CHANGE IN INVENTORY OF STOCK IN TRADE	-				
At the end of the accounting period	6,804.51	6,424.98	5,057.01	2,880.63	2,055.01
At the beginning of the accounting period	6,424.98	5,057.01	2,880.63	2,055.01	2,033.19
TOTAL	**379.53**	**1,367.97**	**2,176.38**	**825.63**	**21.82**

ANNEXURE - 27

(₹ In Lakh except share data and unless otherwise stated)

EMPLOYEE BENEFITS EXPENSE:					
Salaries & Bonus	1,435.	1,070.	790.8	593.7	506.32
Directors Remuneration	199.2	331.0	381.4	169.9	83.60
Contribution to Gratuity,Provident fund & Other Funds	89.45	65.14	46.40	58.21	-
Staff Welfare Expenses	55.76	51.99	7.23	24.96	3.29
TOTAL	**1,780.25**	**1,518.19**	**1,225.98**	**846.87**	**593.21**

ANNEXURE - 28

(₹ In Lakh except share data and unless otherwise stated)

FINANCE COST :					
Bank charges	88.07	69.76	33.83	24.13	16.94
Interest on CC/OD/WCDL	218.97	246.41	150.79	138.76	120.68
Interest on other loans	205.32	167.91	30.39	11.18	-
Interest on Buyers credit	31.18	10.63	7.95	9.39	-
Interest on car loan	2.87	4.42	2.07	-	0.07
Other interest	0.96	13.86	0.00	2.53	33.86
TOTAL	**547.37**	**512.99**	**225.03**	**185.99**	**171.55**

ANNEXURE - 29

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31				
	2,018	**2,017**	**2,016**	**2,015**	**2,014**
OTHER EXPENSES					
(A) OPERATING & ADMINISTRATIVE EXPENSES					
Audit fees	1.43	1.36	1.36	1.42	1.09
Bad debts	2.12	5.63	3.21	28.60	7.82
Corporate Social Responsibilities(CSR) Expenses	17.28	-	-	-	-
Donation	10.04	10.23	10.27	5.35	0.27
Power & Fuel	20.40	21.16	17.40	17.89	14.86
Exchange Rate Fluctuation	-	-	77.92	-	185.38
Freight charges	157.04	70.00	52.64	61.59	37.42
General expenses	10.48	11.02	6.49	5.95	6.19
Generator running expenses	-	-	0.01	-	0.02
Insurance charges	15.16	16.70	14.90	12.93	16.53
Internet & lease line charges	10.04	13.75	10.20	9.53	6.50
Legal expenses	3.42	11.89	10.92	6.31	6.16
Office maintenance expenses	27.31	27.90	25.51	23.50	17.40
Postage & stamp expenses	3.24	2.37	1.84	1.61	1.35
Printing & stationary	10.52	57.25	39.79	31.08	27.77
Professional charges	38.93	32.84	36.22	34.81	30.82
Rates & taxes	1.07	2.16	1.23	1.14	1.31
Rent	251.86	201.77	129.07	102.71	100.73
Repairs & maintenance charges	30.94	35.27	37.17	24.67	35.44
vat/sales tax	1.23	2.55	1.45	0.87	6.89
Service tax	0.92	5.20	2.96	1.86	0.95
Preliminary Expenses	-	-	-	2.25	-
Sundry balance written off	-	-	-	-0.44	0.03
Telephone & fax expenses	6.88	5.63	4.18	3.25	5.19
Travelling & conveyance expenses	138.77	95.32	80.42	56.34	45.28
(Profit)/loss on sale of fixed assets	25.01	0.53	2.73	6.01	(0.00)
Interest on TDS	-	-	0.03	0.68	-
Vehicle running & maintenance	7.24	6.11	3.99	8.15	6.85
TOTAL (A)	791.32	636.65	571.91	448.05	562.22

(B) SALES & MARKETING EXPENSES					
Advertisement expenses	15.08	43.76	16.23	13.24	6.39
Commission & brokerage	28.44	21.66	5.25	21.93	27.89
Exhibition expenses	-	-	1.98	0.18	6.15
Packing expenses	1.80	7.83	10.41	3.71	3.22
Sales promotions	163.0	23.04	33.30	24.49	18.45
TOTAL (B)	**208.34**	**96.28**	**67.17**	**63.54**	**62.09**
TOTAL	**999.66**	**732.93**	**639.08**	**511.60**	**624.32**

ANNEXURE - 34

STATEMENT OF TAX SHELTERS

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31				
	2,018	2,017	2,016	2,015	2,014
Restated Profit before tax (A)*	1,678.15	1,509.56	603.94	478.00	309.52
Tax Rate including surcharge & cess (%)	34.61%	34.61%	33.99%	32.45%	32.45%
MAT Rate including surcharge & cess (%)	21.34%	21.34%	20.39%	20.01%	20.01%
Adjustments :					
Permanent Differences(B)					
Disallowance u/s 14A	-	-	-	-	-
Prior Period Items	-	-	-	-	-
Disallowance u/s 37	-	3.75	-	-	-
Profit/(Loss) on Sale of Fixed Asset	-	-	-1.59	-	-0.88
Expenses related to Exempt Income	-	-	-	0.04	0.06
CSR Expenditure	17.28	-	-	-	-
Any Other Item	35.05	10.77	13.03	6.03	1.26
Exempt Income	-	-	-	-	-
Profit from Partnership Firms	-	-	-	-	-
Dividend	-		-	-	-
Profit on Car Sale	-	-	-	-	-
Late fees of Tds Return	-		-	-	
Late fees of VAT Return	-	-	-	-	-
Income considered separately	-	-	-	-	-
Total Permanent Differences(B)	52.32	14.52	11.44	6.06	0.44
Timing Differences (C)	-	-	-	-	-
Difference between tax depreciation and book depreciation	6.04	-9.28	-3.44	42.64	-13.34
Provision for Gratuity	-	-	-	-	-
Provision for Sales Tax	-	-	-	-	-
Total Timing Differences (C)	6.04	-9.28	-3.44	42.64	-13.34
Net Adjustments D = (B+C)	58.36	5.24	8.00	48.70	-12.90
Incomes Considered Separately					
Long Term Capital Gains:					
Higher of Sale Consideration and Stamp Valuation	-	-	-	-	117.78
Less: Indexed Cost of Acquisition	-	-	-	-	92.08
Long Term Capital Gain	-	-	-	-	25.70
Short term Capital Gains:	-	-	-	-	-
Sale Consideration	-	-	26.43	-	-
Less: Cost of Acquisition	-	-	24.83	-	-
Short Term Capital Gain	-	-	1.59	-	-
Less: Brought Forward Loss	-	-	-	-	1.19
Less: Deduction under chapter VIA	22.28	5.00	5.05	2.68	0.11
Taxable Income/(Loss) (A+D)	1,714.23	1,509.79	608.48	524.03	321.02
Restated Profit for The Purpose of MAT					
Restated Profit Before tax	1,678.15	1,509.56	603.94	478.00	309.52
Brought Forward Loss					
Add: Provision for Gratuity as per restated accounts	-	-	-	-	-
Less: Other Adjustments	-	-	-	-	-
Add: Amounts Written Back	-	-	-	-	-
Taxable Income/(Loss) as per MAT	1,678.15	1,509.56	603.94	478.00	309.52
Tax at Special rate u/s 111A and 112	-	-	0.26	-	5.30
Tax at Normal Rate	593.26	522.51	206.28	170.02	96.20
Total Tax	593.26	522.51	206.54	170.02	101.51
Tax at MAT Rate	358.14	322.17	123.14	95.64	61.93
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal	Normal

ANNEXURE -14

2013-14 **(₹ In Lakh except share data and unless otherwise stated)**

Block of Assets	Gross Block				Depreciation				Net Block	Net Block
	As on 01.04.2013	Addition During the year	Deletion During the year	As on 31.03.2014	Opening 01.04.2013	During the Year	Adjustment During the year	Closing 31.03.2014	As on 31.03.2014	As on 31.03.2013
TANGIBLE ASSETS										
Building/ Flat	74.67	10.17	73.36	11.48	1.36	0.20	0.07	1.48	10.00	73.32
Plant & Machinery	21.56	-	0.49	21.07	6.67	1.01	0.18	7.50	13.58	14.89
Furniture	38.76	131.79	1.18	169.37	15.00	7.11	0.18	21.93	147.44	23.75
Motor Vehicles	81.08	-	34.41	46.67	17.63	6.39	9.67	14.34	32.33	63.45
Office Equipments	8.01	21.15	2.02	27.13	1.22	1.12	0.23	2.11	25.02	6.79
Other Computer & Softwares	77.20	26.68	-	103.88	54.10	12.62	-	66.73	37.15	23.10
Total Tangible Assets	**301.27**	**189.79**	**111.45**	**379.61**	**95.97**	**28.45**	**10.34**	**114.08**	**265.52**	**205.30**
INTANGIBLE ASSETS										
Brand & Trademark	2.00	-	-	2.00	1.43	0.40	-	1.83	0.17	0.57
Grand Total	**303.27**	**189.79**	**111.45**	**381.61**	**97.40**	**28.85**	**10.34**	**115.91**	**265.70**	**205.87**

2014-15 **(₹ In Lakh except share data and unless otherwise stated)**

Block of Assets	Gross Block				Depreciation				Net Block	Net Block
	As on 01.04.2014	Addition During the year	Deletion During the year	As on 31.03.2015	Opening 01.04.2014	During the Year	Adjustment During the year	Closing 31.03.2015	As on 31.03.2015	As on 31.03.2014
TANGIBLE ASSETS										
Building/ Flat	11.48	313.04	-	324.52	1.48	2.13	-	3.61	320.91	10.00
Plant & Machinery	21.07	-	5.81	15.26	7.50	9.93	2.86	14.57	0.69	13.58
Furniture	169.37	6.05	5.41	170.02	21.93	25.46	2.60	44.79	125.23	147.44
Motor Vehicles	46.67	10.27	5.78	51.15	14.34	8.73	1.51	21.56	29.59	32.33
Office Equipments	27.13	3.61	1.66	29.09	2.11	8.71	0.27	10.56	18.53	25.02
Other Computer & Softwares	103.88	28.42	12.97	119.33	66.73	20.11	12.42	74.42	44.92	37.15
Total Tangible Assets	**379.61**	**361.39**	**31.62**	**709.37**	**114.08**	**75.07**	**19.66**	**169.50**	**539.87**	**265.52**
INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-
Brand & Trademark	2.00	-	-	2.00	1.83	0.07	-	1.90	0.10	0.17
Grand Total	**381.61**	**361.39**	**31.62**	**711.37**	**115.91**	**75.15**	**19.66**	**171.40**	**539.97**	**265.70**

2015-16 **(₹ In Lakh except share data and unless otherwise stated)**

Block of Assets	G				Depreciation				Net Block	Net Block
	As on 01.04.2015	Addition During the year	Deletion During the year	As on 31.03.2016	Opening 01.04.2015	During the Year	Adjustment During the year	Closing 31.03.2016	As on 31.03.2016	As on 31.03.2015
TANGIBLE ASSETS										
Building/ Flat	324.52	-	-	324.52	3.61	0.36	-	3.97	320.55	320.91
Plant & Machinery	15.26	1.16	5.07	11.36	14.57	0.07	4.81	9.82	1.53	0.69
Furniture	170.02	7.50	0.05	177.47	44.79	15.36	0.05	60.10	117.37	125.23
Motor Vehicles	51.15	63.43	30.11	84.47	21.56	5.62	16.99	10.19	74.28	29.59
Office Equipments	29.09	11.52	0.10	40.50	10.56	6.14	0.09	16.60	23.90	18.53
Other Computer & Softwares	119.33	27.09	0.77	145.65	74.42	16.19	0.58	90.03	55.62	44.92
Total Tangible Assets	**709.37**	**110.70**	**36.11**	**783.96**	**169.50**	**43.73**	**22.53**	**190.71**	**593.25**	**539.87**
INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-
Brand & Trademark	2.00	-	-	2.00	1.90	-	-	1.90	0.10	0.10
Grand Total	**711.37**	**110.70**	**36.11**	**785.96**	**171.40**	**43.73**	**22.53**	**192.61**	**593.35**	**539.97**

2016-17 **(₹ In Lakh except share data and unless otherwise stated)**

Block of Assets	Gross Block					Depreciation					Net Block	Net Block
	As on 01.04.2016	Addition During the year	Adj. on Regrouping	Deletion During the year	As on 31.03.2017	Opening	During the year	Adj. on Regrouping	Deduction	Closing 31.03.2017	As on 31.03.2017	As on 31.03.2016
Building/ Flat	324.52	-	-	-	324.52	3.97	0.36	-	-	4.33	320.19	320.55
Plant & Machinery	11.36	65.26	0.08	0.15	76.55	9.82	0.89	-	0.14	10.57	65.98	1.53
Furniture	177.47	6.68	0.78	0.82	184.11	60.10	16.27	0.19	0.42	76.13		117.37
Motor Vehicles	84.47	-	-	-	84.47	10.19	9.90	-	-	20.09	64.38	74.28
Office Equipments	40.50	17.50	-0.58	1.00	56.42	16.60	8.31	-0.19	0.70	24.03	32.40	23.90
Other Computer & Softwares	145.65	32.87	-0.28	1.32	176.91	90.03	19.84	0.00	1.28	108.58	68.33	55.62
Total Tangible Assets	**783.96**	**122.30**	**-**	**3.29**	**902.98**	**190.71**	**55.56**	**-**	**2.55**	**243.73**	**659.25**	**593.25**
INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-	-	-
Brand & Trademark	2.00	-	-	-	2.00	1.90	0.10	-	-	2.00	-	0.10
Grand Total	**785.96**	**122.30**	**-**	**3.29**	**904.98**	**192.61**	**55.66**	**-**	**2.55**	**245.73**	**659.25**	**593.35**

2017-18 **(₹ In Lakh except share data and unless otherwise stated)**

Block of Assets	Gross Block				Depreciation				Net Block	Net Block
	As on 01.04.2017	Addition During the year	Deletion During the year	As on 31.03.2018	Opening 31.03.2017	For the Year	Adjustment During the year	Closing 31.03.2018	As on 31.03.2018	As on 31.03.2017
Building/ Flat	324.52	-	-	324.52	4.33	0.36	-	4.69	319.83	320.19
Plant & Machinery	76.55	12.90	56.26	33.19	10.57	0.95	0.58	10.94	22.25	65.98
Furniture	184.11	7.32	0.18	191.25	76.13	15.89	0.14	91.88	99.37	107.98
Motor Vehicles	84.47	-	-	84.47	20.09	9.90	-	29.98	54.48	64.38
Office Equipments	56.42	8.58	0.26	64.75	24.03	10.48	0.24	34.27	30.48	32.40
Other Computer & Software	176.91	18.47	4.82	190.56	108.58	21.08	2.68	126.98	63.58	68.33
Total Tangible Assets	**902.98**	**47.27**	**61.52**	**888.73**	**243.73**	**58.66**	**3.64**	**298.74**	**589.99**	**659.25**
INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-
Brand & Trademark	2.00	-	-	2.00	2.00	-	-	2.00	-	-
Grand Total	**904.98**	**47.27**	**61.52**	**890.73**	**245.73**	**58.66**	**3.64**	**300.74**	**589.99**	**659.25**

DETAILS OF OTHER INCOME AS RESTATED **ANNEXURE - 24**

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the Year Ended March 31				
	2018	2017	2016	2015	2014
Other income	498.14	393.30	50.96	90.05	32.51
Net Profit Before Tax as Restated	1,678.14	1,509.56	603.95	478.01	309.52
Percentage (%)	**30%**	**26%**	**8%**	**19%**	**11%**

Source of Income

Income from investment in shares & portfolio	-	-	3.45	3.46	2.92	Non-Recurring and not related to business activity.
Liabilities no longer required, written back	0.31	5.74	0.57	5.63	2.72	Non recurring and but related to business
Surplus on use of depb licence	-	-	-	0.83	-	Non recurring but related to business
Insurance/other claims	4.08	1.39	15.44	0.70	-	Rcurring related to business
Interest on fixed deposit	45.82	25.43	20.37	16.94	11.37	Recurring and not related to business activity.
Other interest	18.67	27.67	2.82	0.56	0.54	Recurring and related to business activity.
Sundry Balance Written off-Net	0.10	0.07	0.71	-	-	Recurring and related to business activity.
Other income	7.02	0.03	-	0.37	1.55	Recurring and related to business activity.
Sad refundable(net)	1.55	21.09	7.60	31.88	12.53	Recurring and related to business activity.
Profit on Sale of Fixed Assets	-	-	-	-	0.88	Non recurring and not related to business
Exchange Rate Fluctuation	420.59	311.88	-	29.67	-	Recurring and related to business activity.
Total Other Income	**498.14**	**393.30**	**50.96**	**90.05**	**32.51**	

DETAILS OF RELATED PARTY TRANSACTIONS

ANNEXURE - 31

(₹ In Lakh except share data and unless otherwise stated)

Name	Relationship	Nature	Amount of Transaction upto 31.03.2018	Amount Outstanding 31.03.2018 (Payable)/ Receivable	Amount of Transaction upto 31.03.2017	Amount Outstanding 31.03.2017 (Payable)/ Receivable	Amount of Transaction upto 31.03.2016	Amount Outstanding as on 31.03.2016 (Payable)/ Receivable	Amount of Transaction upto 31.03.2015	Amount Outstanding as on 31.03.2015 (Payable)/ Receivable	Amount of Transaction upto 31.03.2014	Amount Outstanding as on 31.03.14 (Payable)/ Receivable
Rajendra Seksaria	Director	Directors Remuneration	180.00		310.00		370.00		15.90		73.00	
		Interest Paid	7.08		5.30		2.79		1.04		0.61	
		Sale of Investment	-		-		37.00		-		1.80	
		Loan Taken	377.50	166.00 Payable	343.70	216.50 Payable	71.50	NIL	70.50	37.46 Payable	53.44	26.14 Payable
		Loan Repayment	428.00		127.20		111.46		33.00		27.30	
Chetan Seksaria	Director	Directors Remuneration	-		-		-		-		1.00	
Dinesh Bajaj	Director	Directors Remuneration	19.25		21.00		11.48		10.93		9.60	
Sangeeta Seksaria	Spouse of Director	Office Rent	-		8.94		8.94		8.94		9.60	
		Interest Paid	13.22		10.73		1.40		0.16		2.25	
		Salary	-		12.00		18.15		21.65		9.00	
		Loan Taken	896.50	227.80 Payable	888.00	140.40 Payable	56.00	NIL	-	NIL	55.33	8.43 Payable
		Loan Repayment	809.10		747.60		56.00		8.43		46.90	
Sanjay Bajaj	Company Secretary	Remuneration	4.92	-	-	-	-	-	-	-	-	
Shailendra Kumar Seksaria	Relative of	Salary	7.20		7.20		7.32		6.54		5.40	
Rajendra Seksaria(HUF)	Relative of Director	Interest Paid	3.02		1.42		-		0.75		0.52	
		Rent	3.00		-		-		-		-	
		Loan Taken	38.25	30.50 Payable	61.30	31.55 Payable	-		-		29.00	20.80 Payable
		Loan Repayment	39.30		29.75		-		20.80		8.20	
M.P. Seksaria(HUF)	Relative of	Sale of Fixed Assets	-				-				9.20	
Harshika Seksaria	Daughter of Director	Interest Paid	0.60				-					
		Loan Taken	19.50	19.50 Payable			-					
		Loan Repayment	-				-					
NYK Techno Solutions	Director in Partner	Purchases	-		546.81		0.11					
		Sales			0.34		2.84					
		Fixed Assets			0.45							
Venkatesh International Exim Pvt. Ltd.	Common Director	Office Rent	16.18		8.94	-	8.94	-	8.94	-	9.60	-
		Interest Paid	0.33									
		Loan Taken	37.10	30.80 Payable								
		Loan Repayment	6.30									

DETAILS OF ACCOUNTING RATIOS AS RESTATED **ANNEXURE -32**

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the year ended March 31,				
	2018	**2,017**	**2016**	**2015**	**2014**
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre Bonus)	102.88	34.55	34.55	13.30	13.30
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus)	155.50	149.35	149.35	161.37	161.37
Impact of Issue of Bonus Shares after March 31, 2018	52.62	52.62	52.62	52.62	52.62
Number of Equity Shares outstanding at the end of the Year/Period	105.23	96.73	34.55	46.56	13.30
Net Worth	4,184.43	2,832.32	1,860.34	1,452.95	1,135.31
Earnings Per Share					
Basic & Diluted (Pre Bonus)	10.66	28.14	11.66	23.88	15.33
Basic & Diluted (Post Bonus)	7.06	6.51	2.70	1.97	1.26
Return on Net Worth (%)	**26.22%**	**34.32%**	**21.65%**	**21.86%**	**17.97%**
Net Asset Value Per Share (Rs) (Pre Bonus)	**39.76**	**29.25**	**53.76**	**31.14**	**85.34**
Net Asset Value Per Share (Rs) (Post Bonus)	**26.51**	**18.96**	**12.46**	**9.00**	**7.04**
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

Notes -

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year / period}}$$

Return on Net Worth (%)

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$$

Net Asset Value per equity share (Rs.)

$$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year / period}}$$

Capitalisation Statement as at 31st March, 2018 **ANNEXURE - 33**

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	**7,865.89**	[●]
Long Term Debt (B)	**664.42**	[●]
Total debts (C)	**8,530.32**	[●]
Shareholders' funds		
Equity share capital	**1,052.30**	[●]
Reserve and surplus - as restated	**3,132.13**	[●]
Total shareholders' funds	**4,184.43**	[●]
Long term debt / shareholders funds	**0.16**	[●]
Total debt / shareholders funds	**2.04**	[●]

(₹ In Lakh except share data and unless otherwise stated)

Sr. No.		Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on March 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
1	**Long Term Borrowings (Secured Loan):**							
	(i)	HDFC Bank	Car Loan	55.00	24.25	9.35% p.a.	48 Months	Hypothecation of Car
	(ii)	HDFC Bank	Building Construction Loan	700.00	373.51	9.25% p.a.	48 Months	Hypothecation of entire stock and book debts
					397.76			
2	**Long Term Borrowings (Unsecured Loan):**							
	(i)	TATA Capital Financial Services Limited	Business Loan	300.00	266.67	10.5% p.a. (Floating)	17.5 Months or 15.07.2019, whichever is earlier	
					266.67			
3	**Short Term Borrowings (Secured Loan):**							
	(i)	HDFC Bank	Cash Credit	3,000.00	1,905.86	9.25% p.a. MCLR + 1.10% (Current MCLR 8.15%)	12 Months or 15.07.2018, whichever is earlier	Hypothecation of Stock & Book Debts (25% on Book Debts and Stock) Debtors upto 90 days.
	(ii)	HDFC Bank	Letter of Credit (Inland and Fx) Sub limit of Cash Credit	(300.00)		1.00% p.a.	90 days	15% cash margin as fixed deposits.
	(iii)	HDFC Bank	Bank Guarantee Sub Limit of Cash Credit	(300.00)		1.00% p.a.	18 months (including claim Period)	15% cash margin as fixed deposits
	(iv)	HDFC Bank	WCDL Sub Limit of Cash Credit	(3,000.00)		9.25% p.a. MCLR + 1.10% (Current MCLR 8.15%)	90 days	Nil. WCDL will be sub limit of CC limits
	(v)	HDFC Bank	Letter of Credit	1,200.00		1.00% p.a.	90 days	15% cash margin as fixed deposits
	(vi)	HDFC Bank	Bank Guarantee	2,800.00		1.00% p.a.	18 months (including claim Period)	15% cash margin as fixed deposits
	(vii)	HDFC Bank	Letter of Credit	(2,800.00)		As per rate availability on the date of sanction	180 days (LC +BC Tenor should not exceed 180 days)	15% cash margin as fixed deposits

(₹ In Lakh except share data and unless otherwise stated)

Sr. No.		Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on March 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
	(viii)	HDFC Bank	SBLC issued by bank	(2,800.00)		1.00% p.a.	12 Months or 15.07.2018, whichever is earlier	15% cash margin as fixed deposits
	(ix)	HDFC Bank	Term Loan	700.00		9.25% p.a. MCLR+1.10% (Current MCLR 8.15%)	48 months including 3 months moratorium period. Repayment in 45 monthly instalments	Total Project Cost is considered Rs. 148.55 mn excluding furniture cost of Rs. 40 mn. Hence own contribution will be Rs. 47.75 mn. Total project cost includes land cost of Rs. 30.80 mn.
	(x)	HDFC Bank	DRUL	500.00		9.25% p.a. MCLR+1% (Current MCLR 8.15%)	12 Months or 15.07.2018, whichever is earlier	Nil
	(xi)	HDFC Bank	PSR	500.00		Nil	180 days	Nil
	(xii)	HDFC Bank	Buyer's Credit	2,800.00	806.97	1.00% p.a.	12 Months or 15.07.2018, whichever is earlier	15% cash margin as fixed deposits
					806.97			
4	**Short Term Borrowings (Unsecured Loan):**							
	From Bank							
	(i)	Axis Bank	Inventory financing scheme to Authorised Distributors (Ads) (Consumer Segment) DELL International Services India Pvt. Ltd. (DISPL) only for their purchases from DISPL on a non-recourse basis.	Regular Limit (renewal at existing level) – 2200 Peak/Adhoc Limit (continuation at	2044 298.66	8.65% p.a. (Based on Bank's MCLR Rate)	90 days	Primary Security : NIL. Collateral Security: Assignment of Bank Guarantee of Rs. 3.00 Crs. issued by the borrower in favour of DISPL to Axis Bank Personal Guarantee of Rajendra Seksaria
					2,342.66			

(₹ In Lakh except share data and unless otherwise stated)

Sr. No.		Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on March 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
	From Financial Institutuions							
	(i)	Shatakshi Mudra Investment Pvt. Ltd.	Business Loan	50.00	50.00	14% p.a.	On Demand	
	(ii)	Alert Consultants & Credit Pvt Ltd (Erstwhile name Tribhuwan Financial Advisory Pvt.Ltd.)	Business Loan	50.00	50.00	11% p.a.	123 days	
	(iii)	Kokila Suppliers Pvt. Ltd.	Business Loan	25.00	25.00	11% p.a.	On Demand	
	(iv)	Maroo Finance Pvt. Ltd.	Business Loan	25.00	25.00	11% p.a.	120 days	
	(v)	ALCO Infotech Pvt. Ltd.	Business Loan	600.00	450.00	12% p.a.	On Demand	
	(vi)	Visu Leasing & Finance Pvt. Ltd.	Working Capital Limit	500.00	360.00	14% p.a.	12 months	
	(vii)	TATA Capital Financial Services Limited	CF- Channel Finance/ Inventory Funding facility/ Trade Advance-Lenovo (India) Pvt. Ltd.	1,000.00	526.56	10.00% p.a. i.e. ROI equal to STLR less 7.00%	12 months	
	(viii)	TATA Capital Samsung	CF- Channel Finance/ Inventory Funding facility/ Trade Advance-Samsung India Electronics Pvt. Ltd.	1,000.00	849.24	10.00% p.a. i.e. ROI equal to STLR less 7.00%	12 months	
					2,335.80			
	From Director & Related parties							
	(i)	Sangeeta Seksaria	Business Loan	300.00	227.80	12% p.a.	On Demand	
	(ii)	Rajendra Seksaria	Business Loan	400.00	166.00	12% p.a.	On Demand	
	(iii)	Harshika Seksaria	Business Loan	25.00	19.50	12% p.a.	On Demand	
	(iv)	Rajendra Seksaria (HUF)	Business Loan	400.00	30.50	12% p.a.	On Demand	
	(v)	Venkatesh International Exim Pvt. Ltd.	Business Loan	100.00	30.80	11% p.a.	On Demand	
					474.60			

Auditor's Report on the Restated Consolidated Summary Statement of Assets and Liabilities as at March 31, 2018, Profit and Loss and Cash Flows for the year ended March 31, 2018 of Balaji Solutions Limited (collectively, the "Restated Consolidated Summary Statements")

To,
The Board of Directors,
Balaji Solutions Limited,
Unit No. 4-B, Eco Space Business Park, New Town,
Rajarhat, 9th floor, Room No. 902,
Kolkata-700156, West Bengal, India.

Dear Sirs,

1. We have examined the attached Restated Consolidated Summary Statements along with significant accounting policies and related notes of Balaji Solutions Limited ("the Company") and its subsidiary BSPL HK Pvt Ltd as at and for the year ended March 31, 2018 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") in connection with its proposed Initial Public Offer on the SME Platform of BSE Limited. These Restated Consolidated Summary Statements have been extracted by the Company and approved by the Board of Directors of the Company.

2. These Restated Consolidated Summary Statements have been prepared in accordance with the requirements of:

   (i) Part I of Chapter III to the Companies Act, 2013 ("**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations 2009 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;

   (iii) The terms of reference to our engagements with the Company letter dated 10th July, 2018 requesting us to carry out the assignment, in connection with the Offer Document being issued by the Company for its proposed Initial Public Offering of equity shares on the SME Platform of BSE Limited ("IPO" or "SME IPO"); and

   (iv) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. The Restated Consolidated Summary Statements of the Company have been extracted by the management from the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 which have been approved by the Board of Directors of the Company.

4. In accordance with the requirements of Part I of Chapter III of Act including the rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

   (i) The "Restated Consolidated Statement of Assets and Liabilities" as set out in Annexure 1 to this report, of the Company as at March 31, 2018 has been extracted by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company and its subsidiary, as in our opinion were appropriate and more fully Described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

   (ii) The "Restated Consolidated Statement of Profit and Loss" as set out in Annexure 2 to this report, of the Company for the financial year ended March 31, 2018 has been extracted by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Profit and Loss, have been arrived at after making such adjustments and regroupings to the individual financial statements

of the Company and its subsidiary, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

(iii) The "Restated Consolidated Statement of Cash Flows" as set out in Annexure 3 to this report, of the Company for the financial year ended March 31, 2018 has been extracted by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Cash Flows, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company and its subsidiary, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

5. Based on the above and also as per the reliance placed by us on the Audited Consolidated Financial Statements of the company and Auditor's Report thereon which have been prepared by Statutory Auditor of the Company for the financial year ended March 31, 2018, we are of the opinion that:

(i) Restated Consolidated Financial Statements have been made after making adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.

(ii) Restated Consolidated Financial Statements have been made after making adjustments for prior period and regrouping of material amounts in the respective financial years to which they relate.

(iii) There are no extra-ordinary items that need to be disclosed separately in the restated consolidated financial statements.

(iv) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended March 31, 2018 which would require adjustments in the Restated Consolidated Financial Statements of the Company.

(v) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure 4 to this report.

6. Audit of the Consolidated Financial Statements for the financial year ended March 31, 2018 was conducted by M/s Kedia Dhandharia and Company, 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 is based solely on the report submitted by them and no routine audit has been carried out by us.

Further, consolidated financial statements for the financial year ended March 31, 2018 have been re-audited by us as per the relevant guidelines of the ICDR Regulations.

7. We have also examined the following other restated consolidated financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial years ended on March 31, 2018 proposed to be included in the Offer Document:

- Significant Accounting Policies and Notes to Accounts as restated in Annexure 4;
- Consolidated Reconciliation of Restated Profit as appearing in Annexure 5 to this report.
- Consolidated Details of Share Capital as Restated as appearing in Annexure 6 to this report;
- Consolidated Details of Reserves and Surplus as Restated as appearing in Annexure 7 to this report;
- Consolidated Details of Long Term Borrowings as Restated as appearing in Annexure 8 to this report;
- Consolidated Details of Deferred Tax Liabilities as Restated as appearing in Annexure 9 to this report
- Consolidated Details of Short Term Borrowings as Restated as appearing in Annexure 10 to this report;
- Consolidated Details of Trade Payables as Restated as appearing in Annexure 11 to this report;

- Consolidated Details of Other Current Liabilities as Restated as appearing in Annexure 12 to this report;
- Consolidated Details of Short Term Provisions as Restated as appearing in Annexure 13 to this report;
- Consolidated Details of Tangible & Intangible Assets as Restated as appearing in Annexure 14 to this report;
- Consolidated Details of Non-Current Investment as appearing in Annexure 15 to this report;
- Consolidated Details of Deferred Tax Assets as Restated as appearing in Annexure 9 to this report
- Consolidated Details of Long Term Loans & Advances as Restated as appearing in Annexure 16 to this report;
- Consolidated Details of Current Investments as appearing in Annexure 17 to this report;
- Consolidated Details of Inventories as Restated as appearing in Annexure 18 to this report;
- Consolidated Details of Trade Receivables as Restated enclosed as Annexure 19 to this report;
- Consolidated Details of Cash and Cash Equivalents as Restated enclosed as Annexure 20 to this report;
- Consolidated Details of Short Term Loans & Advances as Restated as appearing in Annexure 21 to this report;
- Consolidated Details of Other Current Assets as appearing in Annexure 22 to this report;
- Consolidated Details of Revenue from operations as Restated as appearing in Annexure 23 to this report;
- Consolidated Details of Particulars of Sale of Product as Restated as appearing in Annexure-23 to this report.
- Consolidated Details of Other Income as Restated as appearing in Annexure 24 to this report;
- Consolidated Details of Purchase of Stock-in-Trade as Restated as appearing in Annexure 25 to this report;
- Consolidated Details of Changes in Inventories Stock in Trade as Restated as appearing in Annexure 26 to this report;
- Consolidated Details of Employee Benefit Expenses as Restated as appearing in Annexure 27 to this report;
- Consolidated Details of Finance Cost as Restated as appearing in Annexure 28 to this report;
- Consolidated Details of Depreciation and Amortisation as Restated as appearing in Annexure 29 to this report;
- Consolidated Details of Other expenses as Restated as appearing in Annexure 30 to this report;
- Consolidated Details of Related Parties Transactions as Restated as appearing in Annexure 31 to this report;
- Consolidated Details of Summary of Accounting Ratios as Restated as appearing in Annexure 32 to this report
- Consolidated Capitalization Statement as Restated as at March 31, 2018 as appearing in Annexure 33 to this report;

- Consolidated Statement of Tax Shelters as Restated as appearing in Annexure 34 to this report.

8. We, M/s Gupta Agarwal and Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.

9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

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

12. In our opinion the above financial information contained in Annexure 1 to 34 of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Initial Public Offering of the Company. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For **Gupta Agarwal & Associates**
Chartered Accountants
ICAI Firm's Registration No.:
329001E

sd/-

J. S. Gupta
Partner
Membership No. : 059535

Date: 28th September, 2018
Kolkata

ANNEXURE -1

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	As at March 31, 2018
EQUITY AND LIABILITIES		
Shareholders Funds		
a. Share Capital	6	1,052.30
b. Reserves & Surplus	7	3,130.97
Non Current Liabilities		-
a. Long Term Borrowings	8	359.84
b. Other Non Current Liabilities		-
c. Deferred Tax Liabilities	9	-
d.Long Term Provisions		-
Current Liabilities		-
a. Short Term Borrowings	10	7,865.90
b. Trade Payables	11	5,579.57
c. Other Current Liabilities	12	614.37
d. Short Term Provisions	13	36.97
T O T A L		**18,639.92**
ASSETS		
Non Current Assets		
a. Fixed Assets		
i. Tangible Assets	14	589.99
ii. Intangible Assets		
iii. Capital W-I-P		736.97
b. Non Current Investments	15	
c. Deferred tax assets	9	2.87
d. Long-term loans and advances	16	153.13
Current Assets		
a. Current Investment	17	-
b. Inventories	18	6,804.51
c. Trade Receivables	19	7,624.06
d. Cash and Cash Equivalents	20	13.71

e. Short Term Loans & Advances	21	2,049.31
f. Other Current Assets	22	665.36
T O T A L		**18,639.92**

See summary of significant accounting policies (Annexure 4) and accompanying restated notes to accounts (Annexure 6 to Annexure 30) which form an integral part of these

As per our report attached of even date

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

sd/-

Jay Shanker Gupta
(Partner)
Mem No: 059535
Date: 28th September, 2018
Kolkata,

For and on behalf of the Board of Directors

sd/-Rajendra Seksaria
Managing Director
DIN: 00943462

sd/-
Sanjay Bajaj
Company Secretary

sd/-
Dinesh Bajaj Executive Director/CFO DIN: 00638230

ANNEXURE -2

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Annexure No.	For the year ended March 31,
		2,018
INCOME		
Revenue from Operations	23	66,479.83
Other Income	24	498.14
Total Income (A)		**66,977.96**
EXPENDITURE		
Purchase of Stock-In-Trade	25	62,293.41
Change in inventory of Stock-in-trade	26	(379.53)
Employee benefit expenses	27	1,780.25
Finance costs	28	547.37
Depreciation and amortisation expense	29	58.66
Other Expenses	30	1,000.83
Total Expenses (B)		**65,300.98**
Profit before exceptional ,extraordinary items and tax		**1,676.98**
Less: Exceptional Items		-
Profit before extraordinary items and tax (A-B)		**1,676.98**
Extra ordinary items		-
Profit before tax		**1,676.98**
Tax expense :		
Current tax		593.30
Deferred Tax		(12.26)
Earlier Year Tax		-
Total Tax Expense		**581.04**
Profit for the year (D-E)		**1,095.95**

See summary of significant accounting policies (Annexure 4) and accompanying restated notes to accounts (Annexure 6 to Annexure 30) which form an integral part of

As per our report attached of even date

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

sd/-

Jay Shanker Gupta
(Partner)
Mem No: 059535
Date: 28th September, 2018
Kolkata

For and on behalf of the Board of Directors

sd/-
Rajendra Seksaria
Managing Director DIN: 00943462

sd/-
Dinesh Bajaj
Executive Director/
CFO DIN: 00638230

sd/-
Sanjay Bajaj
Company Secretary

ANNEXURE -3

CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the year ended March 31,
	2,018
Cash Flow From Operating Activities:	
Profit before tax	1,676.98
Dividend Received	-
Interest Income	(64.49)
Loss/(profit) on sale of Assets	25.01
Interest Paid	459.30
Depreciation	58.66
Operating Profit Before Working Capital Changes	**2,155.46**
Adjusted for (Increase)/ Decrease in:	
Other Current assets	(235.06)
Inventories	(379.53)
Trade Receivables	(1,174.45)
Trade Payables	331.25
Short term loans & advances	(1,756.27)
Current Investment	-
Other Current Liabilities	199.16
Short term provision	5.49
	(3,009.42)
Deduct: Direct taxes (Net)	(605.40)
Cash Generated From Operations	**(1,459.35)**
Cash Flow From Investing Activities:	
Cash acquired on account of merger	-
Purchase of fixed assets	(47.27)
Proceeds from Sale of Fixed Assets	32.87
Interest Income	64.49
Capital Work in progress	(605.28)
Purchase of Non-current investments	(0.00)
(Increase)/Decrease in Long term Loans & Advances	(35.83)
Sale of Investments	-
Net Cash Flow from/(used in) Investing Activities: (B)	**(591.03)**
Cash Flow from Financing Activities:	
Issue Price	-
Face Value	85.00
Premiunm	170.00
Receipt / (repayment) of long term borrowings	335.83
Short Term Borrowings	1,913.80
Interest Paid	(459.30)
Net Cash Flow from/(used in) Financing Activities (C)	**2,045.33**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(5.04)
Cash & Cash Equivalents As At Beginning of the Year	18.75
Cash & Cash Equivalents As At End of the Year	**13.71**

As per our report attached of even date

For and on behalf of the Board of Directors

sd/-

For Gupta Agarwal & Associates
Chartered Accountants

FRN: 329001E

sd/-

Rajendra Seksaria
Managing Director DIN: 00943462

Jay Shanker Gupta
(Partner)

Sanjay Bajaj

Dinesh Bajaj

Mem No: 059535
Date: 28th September, 2018
Kolkata,

Executive Director/CFO
DIN: 00638230

Company Secretary

NOTES TO AND FORMING PART OF CONSOLIDATED RESTATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

The Company was originally incorporated as Balaji Solutions Pvt. ltd. on February 19, 2001 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Kolkata West Bengal. Thereafter, the Company was converted from Private Limited to Public Company as on March 28, 2008 and subsequently changed to Private Limited from Public Limited as on March 20, 2013, again the company is converted from Private Limited to Public Limited as on August 07,2018. A fresh certificate of incorporation consequent upon change of name was issued on August 07, 2018 by the Registrar of Companies, Kolkata. The Corporate Identification Number of the Company is U72900WB2001PLC092912.

2 The consolidated financial statements comprises of the financial statements of Balaji Solutions Ltd. (Foremerly known as Balaji Solutions Pvt Ltd) and its subsidiary BSPL HK Pvt. Ltd., incorporated in Hong Kong hereinafter together referred to as "the group".

2.1 SIGNIFICANT ACCOUNTING POLICIES & NOTES :

Basis Of Preparation of Financial Statements

The restated consolidated summary statement of assets and liabilities of the Company as at March 31, 2018 and the related restated consolidated summary statement of profits and loss and consolidated cash flows for the year ended March 31, 2018 have been compiled by the management from the audited financial statements of the Company for the years ended on March 31, 2018 approved by the Board of Directors of the Company. The Audited Consolidated Financial Statements were prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Group has prepared the Restated Consolidated Summary Statements to comply in all material aspects with the accounting standards notified and under Section 133 of the Companies Act, 2013 ('the Act'), read together with paragraph 7 of the Companies (Accounts) Rules, 2014. Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the BSE SME in connection with its proposed Initial public offering of equity shares. The Restated Consolidated Summary Statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the Group and are consistent with those used for the purpose of preparation of Restated Consolidated Summary Statements as at and for all the years ended / period ended except as otherwise stated.

The financial statements have been prepared on an accrual basis except as otherwise stated.

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 realisation in cash and cash equivalents, the Company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

These statements and other financial information have been prepared after incorporating adjustments for the material amounts in the respective years to which they relate.

Since the acquisition of subsidiaries has taken place only on September 19, 2017, the Restated Consolidated Financial Statements have been prepared only for the year ended March 31, 2018.

2.2 Presentation and disclosure of financial statements

The company followed Schedule III notified under the Companies Act 2013, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

The Schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

2.3 Use Of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.4 Cash and cash equivalents

Cash and cash equivalents for the purposes of consolidated cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

2.5 Cash Flow Statement

Consolidated Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

2.6 **Accounting for Taxes on Income**

Current Tax :-

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes :-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

2.7 **Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Both current investments and long term investments are carried in the financial statements at cost.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.8 **Current Assets, Loans & Advances**

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

2.9 **Inventories**

The company had been valuing the Inventory at cost up to F.Y. 2015-16. Cost was being determined by using FIFO method. However in order to comply with the Accounting Standard-2, the company during the F.Y. 2016-17 has changed the valuation method of inventory at Lower of cost or NRV. Cost is determined by using FIFO method.

2.10 **Property, Plant and Equipment and Depreciation**

Tangible assets

Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. Cost comprises its purchase price, borrowing cost and any cost attributable to bringing the asset 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 expenditures related to an item of property, plant and equipment are added to its book value if and only if, it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Capital work in-progress represents expenditure incurred in respect of assets which are yet to be brought to it working condition for its intended use and are carried at cost. Cost includes related acquisition expenses, construction or development cost, borrowing costs capitalised and other direct expenditure.

Depreciation

Depreciation has been provided as per Straight Line Method (SLM) at the rates and manner, as per the useful life prescribed under schedule II of the Companies Act, 2013 for the period ending on March 31, 2018 till the residual value of the asset is reduced equal to 5% of the original cost.

Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements. In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

2.11

Revenue Recognition

Sale of goods and Services are recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, Goods & Service Tax and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis. Sale of Services are recognized at the point of provision of services.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept. Dividend from investments in shares / units is recognized when the company receives it, if any.

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

Cost of purchase for the F.Y. 2017-18 are reduced by the amount of Rs. 28,81,50,148/- . This amount is in the nature of Discount Received.

2.12 **Accounting for Investments**

Investments are classified in Long-term. Long term Investments are valued at cost.

2.13 **Employees Retirement Benefit Plan**

a. Provident Fund:-

Provident fund is a defined contribution scheme as the company pays fixed contribution at predetermined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

b. Leave Encashment:-

The Management has decided on yearly basis for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

c. Provision for Gratuity:-

During the year F.Y.-2014-2015 the Company created a Gratuity fund with LIC and liability, calculated on accrual basis, has been paid to LIC towards Balaji Solutions Employees Gratuity Fund. Accordingly, payment of Rs. 3253698/- was made to LIC which included payment of Rs. 2174066/- towards liabilities upto 31.03.2014. No provision for Gratuity liability was made up to financial year 2013-14.

After F.Y. 2015-2016 Company's liability towards gratuity in accordance with Payment of Gratuity ACT, 1972 and other long term benefit are determined and accounted in accordance with AS-15(revised) based on the actuarial valuation provided by Life Insurance Corporation of India as on the Balance sheet date. So far as the Gratuity is concerned the company contributes the ascertained liability to the Life Insurance Corporation of India which administers the contributions and makes the payment at retirement, death or incapacitation of employment to employees.

2.14 **Borrowing Cost**

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

2.15 **Earning Per Shares**

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

2.16 **Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

2.17 **Contingencies and Events Occurring After the Balance Sheet Date**

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

2.18 **Net Profit or loss for the period, prior period items and changes in accounting policies**

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

2.19 **Changes in Accounting Policies in the period/ years covered in the restated financials**

There are no changes in significant accounting policies for the period/ years covered in the restated financials except the change in inventory valuation method, which was changed from Historical cost, where FIFO method of valuation is applied to "Lower of Cost or NRV", where cost was determined on FIFO Basis from F.Y. 2016-17 to comply with Accounting Standard-2.

2.20 **Foreign currency Transaction**

. **Initial Recognition**

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

. **Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

. **Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year/period, or reported in previous financial statements, are recognised as income or as expenses in the year/period in which they arise except those arising from investments in non-integral operations.

2.21 **Segment Reporting**

The Company is engaged in trading of Computer Peripherals and its part which as per AS-17, is considered only reportable Business segment by the management in light of the dominant source of nature of risks and returns, location of the production facilities and assets of the Company and relied upon by the Auditors. As per AS-17 all reportable information as regards segment revenue, segment result, carrying amount of segment assets, segment liabilities, total cost of acquisition of segment assets and depreciation are fairly disclosed in the financial statements

2.22 The company is liable for Corporate Social Responsibility(CSR) expenses as prescribe under section 135 of Companies Act, 2013 from F.Y.2017-2018 and during the year the company has spent Rs.17,27,663 by payment to Prime Minister National Relief fund on account of Corporate Social Responsibility(CSR) expenses.

2.23 Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises development Act, 206" is based on the information available with the company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/ interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payments made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or on balance brought forward from previous year

2.24 During the all financial year, no material foreseeable loss was incurred for any long term contract including derivatives contracts.

AUDITOR'S REPORT

As per our report attached of even date
For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

Jay Shanker Gupta
(Partner)
Mem No: 059535
28th September, 2018
Kolkata

(₹ In Lakh except share data and unless otherwise stated)

2.25 CONTINGENT LIABILITIES

a)

Particulars	For the year 2018
Income Tax	59.33
Coustoms	12.05
Sales Tax	355.89
Total	**427.27**

b) Entry Tax in the state of West Bengal remains unpaid from 01/06/2013, as company has filed a writ petition before the Hon. Calcutta High Court. As per the order date 08.08.2013 this writ petition is adjourned "sine die" till the disposal of the matter pending before the Hon'ble Division Bench. we have received demand from the department Rs. 1,25,82,320/- upto financial year 2015-2016.

c)

Particulars	For the year 2018
Unexpired Bank Gurantee	1,429.10
Letter of Credit	70.11
Capital Commitment	33.20
Total	**1,532.41**

2.26 PAYMENT TO AUDITORS

	For the year 2018
Audit Fees	0.75
Tax Audit Fees	0.25
Other Services	0.43
Total	**1.43**

2.27 FOREIGN CURRENCY EXPOSURE

1) Details of earnings in foreign exchange

	For the year 2018
Sales	1586.76
Bank Charges	6.45
Total	**1,593.21**

2) Details of expenditure in foreign exchange

	For the year 2018
Travelling Expense	15.85
Purchase	12,391.32
Buyer's Credit Interest	31.18
Bank Charges	1.74
Total	**12,440.09**

3) Unhedged Foreign Exchange Exposures

Particulars of Unheged foreign currency exposures as at Balance Sheet Date:-

Particulars	Currency	For the year 2018
Amount Payable	**USD**	39.04
	INR	2,539.18
Total		**2,578.22**

ANNEXURE - 5

RECONCILIATION OF CONSOLIDATED RESTATED PROFIT:

(₹ In Lakh except share data and unless otherwise stated)

Adjustments for	For the year ended March 31,
	2018
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	1079.27
Adjustments for:	
Depreciation & Amortization	-
Adjustment of Preliminary Expenses	(1.16)
Adjustment of Deferred Tax	5.74
Adjustment of Provision for Tax	12.10
Net Profit/ (Loss) After Tax as Restated	**1,095.95**

Notes:

Revenue from operation and Bad Debts are adjusted in the year to
Provision for Tax was recalculated as shown in Statement of Tax Shelter
Amortization of Intangible asset was taken into account

.

ANNEXURE -6

DETAILS OF CONSOLIDATED SHARE CAPITAL AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31,
	2018
EQUITY SHARE CAPITAL :	
AUTHORISED:	
Equity Shares of Rs. 10 each (in Rs.)	1,510.00
No. of shares	1,51,00,000

Note:

Right, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to

ISSUED, SUBSCRIBED AND PAID UP

Equity Shares of Rs. 10 each (in Rs.)	1,052.30
No. of shares	105.23
	1,052.30

Reconciliation of number of shares outstanding at the end of the year:

Equity Shares at the beginning of the year	96.73
Add: Share Issued to Share Holding Erstwhile FOXIN TECHNOLOGIES PVT. LTD. according to scheme of Amalgamation. Shareholders holding 5 Equity Share s of Rs. 10/- each of fully paidup of M/s. Foxin Technologies Pvt Ltd., the transferor company were allotted 2 equity share of Rs. 10/- each of Balaji Solutions Ltd, the transferee company.	-
Add: Shares issued during the year	8.50
Add: Bonus shares issued during the year	-
Less: Share Cancelled in lieu of Amalgamation vide Hon'ble Calcutta High Court order dated 05/09/2016	-
TOTAL	**105.23**

Note:
The company has increased the Authorised Share Capital of Rs. 101,000,000 (divided into 1,01,00,000 Equity Shares of Rs. 10/- each) to Rs.151,000,000 (divided into 15,100,000 Equity Shares of Rs. 10/- each) as approved vide ordinary resolution passed in the meetings of the members held on 05.05.2017.

(1) During the financial year 2017-18 the company has allotted 850000 equity shares of face value of Rs. 10 each at a premium of Rs. 20/- per share aggregating to Rs. 25500000/- on 11/07/2017.

(2) 6218370 fully paid Equity shares of rs. 10/- each were allotted as bonus share on 22/03/2017.

(3) 3326000 fully paid Equity shares were allotted as bonus share on 19/03/2015.

(4) 100 fully paid Equity shares of face value Rs. 10/- each were allotted at a premium of Rs. 65/- per share aggregating to Rs. 7500/- on 16/05/2013.

(5) 840200 fully paid Equity share of Rs. 10/- each were allotted as Bonus sharer on 27/03/2017.

Details of Shareholders holding more than 5% of the aggregate shares of

Particulars	As At 31 Mar 2018	
	No.	% of Holding
Rajendra Seksaria	82,52,628	78.42%
Rajendra Seksaria(HUF) Foxin	17,83,320	16.95%
Technologies Pvt. Ltd. Others	-	0.00%
below holding less than 5%	4,87,072	4.63%
Total	**1,05,23,020**	**100.00%**

ANNEXURE - 7

DETAILS OF CONSOLIDATED RESERVES AND SURPLUS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Securities Premium Account	
Balance as per the last financial statements	416.11
Add - Premium on issue of equity shares during the year	170.00
Add - Addition on Amalgamation	-
Less–Utilisation for Authorised Capital Increase Expenses	-
Less: Utilisation for Capital Issue Expenses	-
Less- Utilised for issue of Bonus Shares	-
Closing Balance	**586.11**
General Reserves :-	
Opening Balance	-
Add - Transfer from Profit & Loss Account	-
Less - Bonus Issue	-
Closing Balance	**-**
Capital Reserve on Amalgamation :-	**114.08**
Surplus :-	
Opening Balance	1,334.84
Add - Transfer from Profit & Loss Account	1,095.95
Add - As per Transferor company on Amalgamation	-
Less - Transfer to General Reserve	-
Less - Tax on Dividend	-
Closing Balance	**2,430.79**
	-
Securities Premium	-
Opening Balance	-
Add: Shares issued during the year	-
Less: Bonus Shares issued during the year	-
Closing Balance	-
TOTAL	**3,130.97**

ANNEXURE - 8

DETAILS OF CONSOLIDATED LONG TERM BORROWINGS AS RESTATED **(₹ In Lakh except share data and unless**

Particulars	As at March 31, 2018
Secured	
1.Car Loan From Bank	24.25
(Car loan availed from HDFC Bank, Secured against hypothecation of Car, repayable in 48 EMI of Rs. 137781/- each commencing from 7th November, 2015)	-
2. Building Construction Loan from Bank	373.51
(Term Loan facility availed from HDFC bank, is secured by way of charge on immovable asset and hypothecation of stock and book debts. Additionaly secured against immovable properties of director and their relatives and personal guarantee of directors.The loan is repayable in 48 EMI of Rs. 1004204/ each commencing from 07/12/2017)	
Unsecured	-
From Body Corporate	266.67
(Personal Gurantee given by the Directors)	
Less: Current maturity of Long Term Debt shown as current liability	304.59
TOTAL	**359.83**

Note There were no re-schedulement or default in the repayment of loans taken by the Company.

ANNEXURE - 9

DETAILS OF CONSOLIDATED DEFERRED TAX (ASSET)/LIABILITY AS RESTATED **(₹ In Lakh except share data and unless**

Particulars	As at March 31, 2018
Deferred Tax Liability	
(A) Timing Difference Assets	
WDV of FA as per books of accounts(adjusted with retained earnings)	589.99
Less: WDV of FA as per I.T. Act	598.29
Provision for Gratuity as per Books of Accounts	-
Provision for Central Sales Tax as per Books of Accounts	-
Difference	8.30
(B) Net Timing Difference	8.30
Closing Deffrerd Tax Liablity/Assets	2.87
(C) Existing DTL/DTA	(9.39)
Deffered Tax Charged to P&L	12.26
Deferred Tax (Assets)/Liability	**(2.87)**

ANNEXURE - 10

DETAILS OF CONSOLIDATED SHORT TERM BORROWING AS RESTATED

(₹ In Lakh except share data and unless

Particulars	As at March 31,
	2018
Secured Loan	
Loan Repayble on Demand-Cash Credit Facilities from HDFC Bank (Hypothecation of Stock & Book Debts (25% on Book Debts and Stock) Debtors upto 90 days.)	1,905.86
Others Loans & Advances-Term Loan	-
(Whole of Secured Loan is secured against hypothecation of stock and book debts Additionally secured against immovable properties of director and their relative and personal guarantee of directors)	806.98
	-
Unsecured Loan	-
loans & Advance	-
From Related Parties	474.60
From Financial Institutions	2,335.80
Clean Facility from Citi Bank	-
Clean Facility from Axis Bank	2,342.66
(Assignment of Bank guarantee of Rs. 3 crores issued by the borrower in favour Dell International Services India Pvt Ltd to Axis bank and Personal guarantee of Rajendra Seksaria.)	-
TOTAL	**7,865.89**

ANNEXURE- 11

DETAILS OF CONSOLIDATED TRADE PAYABLES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	**As at March 31,**
	2018
Trade Payables	
Trade Payables due to other than MSME	5,579.57
Trade Payables due to MSME	-
TOTAL	**5,579.57**

* The Company has not received any information from the suppliers regarding their status under MSME Act, 2006. Thus in the absence of relevant information all trade payables are classified as other than MSME trade payables

ANNEXURE- 12

DETAILS OF CONSOLIDATED OTHER CURRENT LIABILITIES AS RESTATED

(₹ In Lakh except share data and unless

Particulars	As at March 31, 2018
Creditors for Capital Goods	
Sundry Creditors For Expenses	236.57
Interest Accured & Due on Borrowings	23.29
Current Maturities of Long Term Debt	304.59
Security Deposits-Taken	5.45
Statutory Liabilities	18.04
TDS Payable	-
Service Tax Payable	-
VAT Payable	-
Deposits against C Forms	2.09
Professional Tax Payable	-
Provident Fund Payable	-
ESI Payable	-
Butter Secreterial Services Ltd	1.16
Advance from Customers	23.18
TOTAL	**614.37**

ANNEXURE- 13

DETAILS OF CONSOLIDATED SHORT TERM PROVISIONS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Provision for Stale Cheques	-
Provision for Taxation	-
Provision for Employee Benefit	36.97
Audit Fees Payable	-
Total	**36.97**

ANNEXURE- 15

DETAILS OF CONSOLIDATED OTHER NON-CURRENT INVESTMENTS

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Investment in Subsidiary Company	-
Total	-

ANNEXURE- 16

DETAILS OF CONSOLIDATED LONG-TERM LOANS AND ADVANCES

(₹ In Lakh except share data and unless

Particulars	As at March 31, 2018
Security Deposit for Electricity	1.80
Deposit with Sales Tax & Others	57.62
Deposit with Vendor	31.00
Advance for Plot at Jagdhishpur Howrah	-
Advance against Rent(to be adjusted against rent)	62.71
Total	**153.13**

ANNEXURE- 17

DETAILS OF CONSOLIDATED CURRENT INVESTMENTS AS RESTATED

(₹ In Lakh except share data and unless

Particulars	As at March 31, 2018
Other Investments-Unqoted	-
HDFC Asset Management Co. Ltd	
	-

ANNEXURE- 18

DETAILS OF CONSOLIDATED INVENTORIES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Stock In Trade	6,804.51
Total	**6,804.51**

ANNEXURE- 22

DETAILS OF CONSOLIDATED OTHER CURRENT ASSETS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Deposits with Bank (3-12 months)	
In deposit accounts with Scheduled Bank	-
In deposit accounts with Scheduled Bank more than 3 months in Transferor company	665.36
Total	**665.36**

ANNEXURE- 19

DETAILS OF CONSOLIDATED TRADE RECEIVABLES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Outstanding for a period more than 6 months	60.08
Outstanding for a period less than 6 months	7,563.97
TOTAL	**7,624.06**

ANNEXURE- 20

DETAILS OF CONSOLIDATED CASH & CASH EQUIVALENTS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Bank Balances:	
In deposit accounts with Scheduled Bank	-
In deposit accounts with Scheduled Bank more than 3 months in Transferor company	-
In current accounts with Scheduled Bank	5.08
Cash in Hand	8.62
TOTAL	**13.71**

ANNEXURE- 21

DETAILS OF CONSOLIDATED SHORT TERM LOAN AND ADVANCES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31, 2018
Prepaid Expenses	29.88
Advance to Employee's	0.50
SAD Refundable	-
Advance to Vendors	839.24
Gst Receivable	1,123.14
Other Receivable	6.86
Advance Tax	13.98
TDS	35.71
TOTAL	**2,049.31**

ANNEXURE - 23

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31
	2,018
CONSOLIDATED REVENUE FROM OPERATIONS	
Sale of Goods	
Traded Products	65,711.08
Sale of Service	
Service Charges	768.75
Total	**66,479.83**

ANNEXURE - 24

(₹ In Lakh except share data and unless otherwise stated)

CONSOLIDATED OTHER INCOME	
Income from investment in shares & portfolio	-
Liabilities no longer required, written back	0.31
Surplus on use of depb licence	-
Insurance/other claims	4.08
Interest on fixed deposit	45.82
Other interest	18.67
Sundry Balance Written off-Net	0.10
Other income	7.02
Sad refundable(net)	1.55
Profit on Sale of Fixed Assets	-
Exchange Rate Fluctuation	420.59
Total	**498.14**

ANNEXURE - 25

(₹ In Lakh except share data and unless otherwise stated)

CONSOLIDATED PURHASE OF STOCK - IN- TRADE	
Purchase of Traded goods	62,293.41
Total	**62,293.41**

ANNEXURE - 26

(₹ In Lakh except share data and unless otherwise stated)

CONSOLIDATED CHANGE IN INVENTORY OF STOCK IN	**-**
At the end of the accounting period	6,804.51
At the beginning of the accounting period	6,424.98
Total	**379.53**

ANNEXURE - 27

(₹ In Lakh except share data and unless otherwise stated)

CONSOLIDATED EMPLOYEE BENEFITS EXPENSE:	
Salaries, Wages & Bonus	1,435.78
Directors Remuneration	199.25
Contribution to Gratuity,Provident fund & Other Funds	89.45
Workmen & Staff Welfare Expenses	55.76
Total	**1,780.25**

ANNEXURE - 28
(₹ In Lakh except share data and unless otherwise stated)

CONSOLIDATED FINANCE COST :	
Bank charges	88.07
Interest on CC/OD/WCDL	218.97
Interest on other loans	205.32
Interest on Buyers credit	31.18
Interest on car loan	2.87
Other interest	0.96
Total	**547.37**

ANNEXURE - 29
(₹ In Lakh except share data and unless otherwise stated)

Particulars	**As at March 31**
	2,018
CONSOLIDATED OTHER EXPENSES	
(A) OPERATING & ADMINISTRATIVE EXPENSES	
Audit fees	1.43
Bad debts	2.12
Corporate Social Responsibilities(CSR) Expenses	17.28
Donation	10.04
Power & Fuel	20.40
Exchange Rate Fluctuation	-
Freight charges	157.04
General expenses	10.48
Generator running expenses	-
Insurance charges	15.16
Internet & lease line charges	10.04
Legal expenses	3.42
Office maintenance expenses	27.31
Postage & stamp expenses	3.24
Printing & stationary	10.52
Professional charges	38.93
Rates & taxes	1.07
Rent	251.86
Repairs & maintenance charges	30.94
vat/sales tax	1.23
Service tax	0.92
Preliminary Expenses	1.16
Sundry balance written off	-
Telephone & fax expenses	6.88
Travelling & conveyance expenses	138.77
(Profit)/loss on sale of fixed assets	25.01
Interest on TDS	-
Vehicle running & maintenance	7.24
TOTAL (A)	**792.48**

(B) SALES & MARKETING EXPENSES	
Advertisement expenses	15.08
Commission & brokerage	28.44
Exhibition expenses	-
Packing expenses	1.80
Sales promotions	163.02
TOTAL (B)	**208.34**
Total	**1,000.82**

ANNEXURE - 34

STATEMENT OF TAX SHELTERS

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at March 31
	2,018
Restated Profit before tax*	1,676.98
Adjustments of (Income)/Expenditure of Subsidiary	1.16
Net Restated Profit before tax (A)	1678.14
Tax Rate including surcharge & cess (%)	34.61%
MAT Rate including surcharge & cess (%)	21.34%
Adjustments :	
Permanent Differences(B)	
Disallowance u/s 14A	-
Prior Period Items	-
Disallowance u/s 37	-
Profit/(Loss) on Sale of Fixed Asset	-
Expenses related to Exempt Income	-
CSR Expenditure	17.28
Any Other Item	35.05
Exempt Income	-
Profit from Partnership Firms	-
Dividend	-
Profit on Car Sale	-
Late fees of Tds Return	-
Late fees of VAT Return	-
Income considered separately	-
Total Permanent Differences(B)	52.32
Timing Differences (C)	-
Difference between tax depreciation and book depreciation	6.04
Provision for Gratuity	-
Provision for Sales Tax	-
Total Timing Differences (C)	**6.04**
Net Adjustments D = (B+C)	**58.36**
Incomes Considered Separately	
Long Term Capital Gains:	
Higher of Sale Consideration and Stamp Valuation	-
Less: Indexed Cost of Acquisition	-
Long Term Capital Gain	-
Short term Capital Gains:	-
Sale Consideration	-
Less: Cost of Acquisition	-
Short Term Capital Gain	-
Less: Brought Forward Loss	-
Less: Deduction under chapter VIA	22.28
Taxable Income/(Loss) (A+D)	**1,714.23**
Restated Profit for The Purpose of MAT	
Restated Profit Before tax	**1,678.14**
Brought Forward Loss	
Add: Provision for Gratuity as per restated accounts	-
Less: Other Adjustments	-
Add: Amounts Written Back	-
Taxable Income/(Loss) as per MAT	**1,678.14**
Tax at Special rate u/s 111A and 112	-
Tax at Normal Rate	**593.26**
Adjustment of earlier years tax	-
Total Tax	**593.26**
Tax at MAT Rate	**358.14**
Tax paid as per normal or MAT	Normal

ANNEXURE -14

2017-18 **(₹ In Lakh except share data and unless otherwise stated)**

Block of Assets	Gross Block				Depreciation				Net Block	Net Block
	As on 01.04.2017	Addition During the year	Deletion During the year	As on 31.03.2018	Opening 01.04.2017	For the Year	Adjustment During the year	Closing 31.03.2018	As on 31.03.2018	As on 31.03.2017
Building/ Flat	324.52	-		324.52	4.33	0.36	-	4.69	319.83	320.19
Plant & Machinery	76.55	12.90	56.26	33.19	10.57	0.95	0.58	10.94	22.25	65.98
Furniture	184.11	7.32	0.18	191.25	76.13	15.89	0.14	91.88	99.37	107.98
Motor Vehicles	84.47	-	-	84.47	20.09	9.90	-	29.98	54.48	64.38
Office Equipments	56.42	8.58	0.26	64.75	24.03	10.48	0.24	34.27	30.48	32.40
Other Computer & Softwares	176.91	18.47	4.82	190.56	108.58	21.08	2.68	126.98	63.58	68.33
Total Tangible Assets	**902.98**	**47.27**	**61.52**	**888.73**	**243.73**	**58.66**	**3.64**	**298.74**	**589.99**	**659.25**
	-	-		-	-	-	-	-	-	-
INTANGIBLE ASSETS	-	-		-	-	-	-	-	-	-
Brand & Trademark	2.00	-		2.00	2.00	-	-	2.00	-	-
	-	-		-	-	-	-	-	-	-
Grand Total	**904.98**	**47.27**	**61.52**	**890.73**	**245.73**	**58.66**	**3.64**	**300.74**	**589.99**	**659.25**

ANNEXURE - 24

DETAILS OF OTHER INCOME AS CONSOLIDATED RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the Year Ended March 31
	2018
Other income	498.14
Net Profit Before Tax as Restated	1,676.98
Percentage (%)	**30%**

Source of Income

Income from investment in shares & portfolio	-	Non-Recurring and not related to business activity.
Liabilities no longer required, written back	0.31	Non recurring and but related to business
Surplus on use of depb licence	-	Non recurring but related to business
Insurance/other claims	4.08	Rcurring related to business
Interest on fixed deposit	45.82	Recurring and not related to business activity.
Other interest	18.67	Recurring and related to business activity.
Sundry Balance Written off-Net	0.10	Recurring and related to business activity.
Other income	7.02	Recurring and related to business activity.
Sad refundable(net)	1.55	Recurring and related to business activity.
Profit on Sale of Fixed Assets	-	Non recurring and not related to business
Exchange Rate Fluctuation	420.59	Recurring and related to business activity.
Total Other Income	**498.14**	

DETAILS OF RELATED PARTY TRANSACTIONS

ANNEXURE - 31

(₹ In Lakh except share data and unless otherwise stated)

Name	Relationship	Nature	Amount of Transaction upto 31.03.2018	Amount Outstanding 31.03.2018 (Payable)/ Receivable
Rajendra Seksaria	Director	Directors Remuneration	180.00	
		Interest Paid	7.08	
		Sale of Investment	-	
		Loan Taken	377.50	166.00 Payable
		Loan Repayment	428.00	
Chetan Seksaria	Director	Directors Remuneration	-	
Dinesh Bajaj	Director	Directors Remuneration	19.25	
Sangeeta Seksaria	Spouse of Director	Office Rent	-	
		Interest Paid	13.22	
		Salary	-	
		Loan Taken	896.50	227.80 Payable
		Loan Repayment	809.10	
Sanjay Bajaj	Company Secretary	Remuneration	4.92	-
Shailendra Kumar Seksaria	Relative of Director	Salary	7.20	
Rajendra Seksaria(HUF)	Relative of Director	Interest Paid	3.02	
		Rent	3.00	
		Loan Taken	38.25	30.50 Payable
		Loan Repayment	39.30	
M.P. Seksaria(HUF)	Relative of Director	Sale of Fixed Assets	-	
Harshika Seksaria	Daughter of Director	Interest Paid	0.60	
		Loan Taken	19.50	19.50 Payable
		Loan Repayment	-	
NYK Techno Solutions	Director in Partner	Purchases	-	
		Sales		
		Fixed Assets		
Venkatesh International Exim Pvt. Ltd.	Common Director	Office Rent	16.18	
		Interest Paid	0.33	
		Loan Taken	37.10	30.80 Payable
		Loan Repayment	6.30	

ANNEXURE -32

DETAILS OF ACCOUNTING RATIOS AS CONSOLIDATED RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	For the year
	2018
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre Bonus)	102.88
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus)	155.49
Impact of Issue of Bonus Shares after March 31, 2018	52.62
Number of Equity Shares outstanding at the end of the Year/Period	105.23
Net Worth	4,183.27
Earnings Per Share	
Basic & Diluted (Pre Bonus)	10.65
Basic & Diluted (Post Bonus)	7.05
Return on Net Worth (%)	**26.20%**
Net Asset Value Per Share (Pre Bonus)	**39.70**
Net Asset Value Per Share (Post Bonus)	26.50
Nominal Value per Equity share (Rs.)	10.00

Notes -

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.) $\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year / period}}$

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

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

Consolidated Capitalisation Statement as at 31st March, 2018 **ANNEXURE - 33**

(₹ In Lakh except share data and unless otherwise stated)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	7,865.89	[●]
Long Term Debt (B)	664.42	[●]
Total debts (C)	**8,530.32**	[●]
Shareholders' funds		
Equity share capital	1,052.30	[●]
Reserve and surplus - as restated	3,130.97	[●]
Total shareholders' funds	**4,183.27**	[●]
Long term debt / shareholders funds	0.16	[●]
Total debt / shareholders funds	2.04	[●]

Principal Terms of Long Term and Short Term Borrowings:

(₹ In Lakh except share data and unless otherwise stated)

Sr. No.		Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on March 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
1	**Long Term Borrowings (Secured Loan):**							
	(i)	HDFC Bank	Car Loan	55.00	24.25	9.35% p.a.	48 Months	Hypothecation of Car
	(ii)	HDFC Bank	Building Construction Loan	700.00	373.51	9.25% p.a.	48 Months	Hypothecation of entire stock and book debts
					397.76			
2	**Long Term Borrowings (Unsecured Loan):**							
	(i)	TATA Capital Financial Services Limited	Business Loan	300.00	266.67	10.5% p.a. (Floating)	17.5 Months or 15.07.2019, whichever is earlier	
					266.67			
3	**Short Term Borrowings (Secured Loan):**							
	(i)	HDFC Bank	Cash Credit	3,000.00	1,905.86	9.25% p.a. MCLR + 1.10% (Current MCLR 8.15%)	12 Months or 15.07.2018, whichever is earlier	Hypothecation of Stock & Book Debts (25% on Book Debts and Stock) Debtors upto 90 days.
	(ii)	HDFC Bank	Letter of Credit (Inland and Fx) Sub limit of Cash Credit	(300.00)		1.00% p.a.	90 days	15% cash margin as fixed deposits.
	(iii)	HDFC Bank	Bank Guarantee Sub Limit of Cash Credit	(300.00)		1.00% p.a.	18 months (including claim Period)	15% cash margin as fixed deposits
	(iv)	HDFC Bank	WCDL Sub Limit of Cash Credit	(3,000.00)		9.25% p.a. MCLR + 1.10% (Current MCLR 8.15%)	90 days	Nil. WCDL will be sub limit of CC limits
	(v)	HDFC Bank	Letter of Credit	1,200.00		1.00% p.a.	90 days	15% cash margin as fixed deposits
	(vi)	HDFC Bank	Bank Guarantee	2,800.00		1.00% p.a.	18 months (including claim Period)	15% cash margin as fixed deposits
	(vii)	HDFC Bank	Letter of Credit	(2,800.00)		As per rate availability on the date of sanction	180 days (LC +BC Tenor should not exceed 180 days)	15% cash margin as fixed deposits

(₹ In Lakh except share data and unless otherwise stated)

Sr. No.		Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on March 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
	(viii)	HDFC Bank	SBLC issued by bank	(2,800.00)		1.00% p.a.	12 Months or 15.07.2018, whichever is earlier	15% cash margin as fixed deposits
	(ix)	HDFC Bank	Term Loan	700.00		9.25% p.a. MCLR+1.10% (Current MCLR 8.15%)	48 months including 3 months moratorium period. Repayment in 45 monthly instalments	Total Project Cost is considered Rs. 148.55 mn excluding furniture cost of Rs. 40 mn. Hence own contribution will be Rs. 47.75 mn. Total project cost includes land cost of Rs. 30.80 mn.
	(x)	HDFC Bank	DRUL	500.00		9.25% p.a. MCLR+1% (Current MCLR 8.15%)	12 Months or 15.07.2018, whichever is earlier	Nil
	(xi)	HDFC Bank	PSR	500.00		Nil	180 days	Nil
	(xii)	HDFC Bank	Buyer's Credit	2,800.00	806.97	1.00% p.a.	12 Months or 15.07.2018, whichever is earlier	15% cash margin as fixed deposits
					806.97			
4	**Short Term Borrowings (Unsecured Loan):**							
	From Bank							
	(i)	Axis Bank	Inventory financing scheme to Authorised Distributors (Ads) (Consumer Segment) DELL International Services India Pvt. Ltd. (DISPL) only for their purchases from DISPL on a non-recourse basis.	Regular Limit (renewal at existing level) – 2200 Peak/Adhoc Limit (continuation at existing level) – 300	2044.00 298.66	8.65% p.a. (Based on Bank's MCLR Rate)	90 days	Primary Security : NIL. Collateral Security: Assignment of Bank Guarantee of Rs. 3.00 Crs. issued by the borrower in favour of DISPL to Axis Bank Personal Guarantee of Rajendra Seksaria
					2,342.66			

(₹ In Lakh except share data and unless otherwise stated)

Sr. No.		Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on March 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
	From Financial Institutions							
	(i)	Shatakshi Mudra Investment Pvt. Ltd.	Business Loan	50.00	50.00	14% p.a.	On Demand	
	(ii)	Alert Consultants & Credit Pvt Ltd (Erstwhile name Tribhuwan Financial Advisory Pvt.Ltd.)	Business Loan	50.00	50.00	11% p.a.	123 days	
	(iii)	Kokila Suppliers Pvt. Ltd.	Business Loan	25.00	25.00	11% p.a.	On Demand	
	(iv)	Maroo Finance Pvt. Ltd.	Business Loan	25.00	25.00	11% p.a.	120 days	
	(v)	ALCO Infotech Pvt. Ltd.	Business Loan	600.00	450.00	12% p.a.	On Demand	
	(vi)	Visu Leasing & Finance Pvt. Ltd.	Working Capital Limit	500.00	360.00	14% p.a.	12 months	
	(vii)	TATA Capital Financial Services Limited	CF- Channel Finance/ Inventory Funding facility/ Trade Advance-Lenovo (India) Pvt. Ltd.	1,000.00	526.56	10.00% p.a. i.e. ROI equal to STLR less 7.00%	12 months	
	(viii)	TATA Capital Samsung	CF- Channel Finance/ Inventory Funding facility/ Trade Advance-Samsung India Electronics Pvt. Ltd.	1,000.00	849.24	10.00% p.a. i.e. ROI equal to STLR less 7.00%	12 months	
					2,335.80			
	From Director & Related parties							
	(i)	Sangeeta Seksaria	Business Loan	300.00	227.80	12% p.a.	On Demand	
	(ii)	Rajendra Seksaria	Business Loan	400.00	166.00	12% p.a.	On Demand	
	(iii)	Harshika Seksaria	Business Loan	25.00	19.50	12% p.a.	On Demand	
	(iv)	Rajendra Seksaria (HUF)	Business Loan	400.00	30.50	12% p.a.	On Demand	
	(v)	Venkatesh International Exim Pvt. Ltd.	Business Loan	100.00	30.80	11% p.a.	On Demand	
					474.60			

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements, as restated for the years ended March 31, 2018, 2017, 2016, 2015 and 2014 including the related notes and reports, included in this Draft Red Herring Prospectus is prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under sections titled "Risk Factors" and "Forward Looking Statements" beginning on pages 19 and 18, respectively of this Draft Red Herring Prospectus.

Our FY ends on March 31 of each year. Accordingly, all references to a particular FY are to the 12 months ended March 31 of that year.

Business Overview

Our Company was originally incorporated as "Balaji Solutions Private Limited" at Kolkata, as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated February 19, 2001 bearing Corporate Identification Number U72900WB2001PTC092912 issued by the Registrar of Companies, West Bengal. Subsequently, our company got converted in to a public limited company pursuant to special resolution passed by the shareholders of our Company in their meeting held on March 03, 2008 and fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies, West Bengal on March 28, 2008. Our Company was again converted in to a private limited Company pursuant to special resolution passed by the members at their meeting held on March 01, 2013 and the name of our Company was changed to "Balaji Solutions Private Limited" vide a Fresh Certificate of Incorporation dated March 20, 2013, issued by the Registrar of Companies, West Bengal. Again, our company got converted into a public limited company pursuant to special resolution passed by the shareholders at their meeting held on February 28, 2018 and the name of our company changed to "Balaji Solutions Limited" vide a fresh certificate of incorporation dated August 07, 2018, issued by the Registrar of Companies, Kolkata. The Corporate Identification number of our Company is U72900WB2001PLC092912.

Our Company is engaged in the business of distribution of IT products and Telecom products. The registered office of our Company is situated at Kolkata, West Bengal. We also operate out of our 36 branches and 3 warehouses covering the geographical territories of the country.

Incorporated in the year 2001 under the leadership of Mr. Rajendra Seksaria, our Company is amongst the top 10 leading IT hardware distribution houses in India. Earlier we focused on reselling and redistribution of IT hardware products in the local channel of Kolkata. The Head Quarter is based out of Kolkata and we operate in PAN India through a strong network of distributors and dealers. In June 2006, we launched our own IT hardware and electronic brand known as "Foxin" under one of our group company named "Foxin Technologies Private Limited", which is now amalgamated with our company vide an order passed by The Hon'ble High Court at Calcutta dated September 05, 2016 under the Scheme of Amalgamation. We offer wide range of products like Computer Hardware, Peripherals and Mobile Accessories. In a span of 12 years "Foxin" has reached to a large network channel across India and is penetrating very fast in order to reach every two and three tier cities in India.

Our Company has entered into agreements with various companies across various industries such as Toshiba, Lenovo, Dell, Biostar, Asus, Adata, Samsung, Oppo and HP. Ours is a broad-based distribution model which is based on multiple products and multiple brand strategy. The focus is to capture a considerable market share in each of the product categories.
Our Individual Promoter and Managing Director, Mr. Rajendra Seksaria is the guiding force behind the strategic decisions of our Company. His industry knowledge and understanding also gives us the key competitive

advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues.

Significant developments subsequent to the last financial year

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

- The Board of our Company approved to raise funds through initial public offering in the meeting held on August 08, 2018;
- The Shareholders of our company approved proposal of Board of Directors to raise funds through initial public offering in the extra ordinary general meeting held on September 03, 2018;
- The Shareholders of our Company approved proposal of increasing the borrowing powers of the Board upto Rs. 20,000 lakhs in the Annual General Meeting of the Company held on September 14, 2018; and
- The Board of our Company approved to allot Bonus Shares to the existing shareholders in the ratio of 1:2 in the meeting held on September 27, 2018.

Factors affecting our results of operations

Our Company's future results of operations could be affected potentially by the following factors:

- Company's ability to successfully implement our growth strategy;
- Political Stability of the Country;
- Competition from other players;
- Changes in law and laws and regulations;
- General economic and business condition;
- Operational guidance and support.
- Emergence of new and advanced technologies and obsolescence of existing technology
- Innovations in the information technology

Discussion on Results of Operation

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the years ended March 31, 2014, 2015, 2016, 2017 and 2018.

Our Significant Accounting Policies

Basis of Preparation of Financial Statements

The restated summary statement of assets and liabilities of the Company as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the related restated summary statement of profits and loss and cash flows for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been compiled by the management from the audited financial statements of the Company for the period/years ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The financial statements have been prepared on an accrual basis except as otherwise stated.

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 realisation in cash and cash equivalents, the Company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

Presentation and disclosure of financial statements

The company followed Schedule III notified under the Companies Act 2013, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

The Schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Cash Flow Statement

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

Accounting for Taxes on Income

Current Tax:
Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes:
Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this item can be utilized.

Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long-Term Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Both current investments and long-term investments are carried in the financial statements at cost.

On disposal of an investment, the difference between it carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Current Assets, Loans & Advances

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

Inventories

The company had been valuing the Inventory at cost upto F.Y. 2015-16. Cost was being determined by using FIFO method. However, in order to comply with the Accounting Standard-2, the company during the F.Y. 2016-17 has changed the valuation method of inventory at Lower of cost or NRV. Cost is determined by using FIFO method.

Property, Plant and Equipment and Depreciation

Tangible Assets
Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. Cost comprises its purchase price, borrowing cost and any cost attributable to bringing the asset 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 expenditures related to an item of property, plant and equipment are added to its book value if and only if, it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Capital work in - progress represents expenditure incurred in respect of assets which are yet to be brought to it working condition for its intended use and are carried at cost. Cost includes related acquisition expenses, construction or development cost, borrowing costs capitalised and other direct expenditure.

Depreciation
Depreciation has been provided as per Straight Line Method (SLM) at the rates and manner, specified in Schedule XIV to the Companies Act, 1956 for the year ending on 31st March 2014 and it is provided as per the useful life prescribed under schedule II of the Companies Act, 2013 for the period ending on 31st March, 2015, 31st March 2016, 31st March 2017 and March 31, 2018 till the residual value of the asset is reduced equal to 5% of the original cost.

Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements. In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Revenue Recognition

Sale of goods and Services are recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, Goods & Service Tax and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis. Sale of Services are recognized at the point of provision of services.

Interest Income is recognised on a time proportion basis considering the amount outstanding and the rate applicable i.e. on the basis of matching concept. Dividend from investments in shares / units is recognized when the company receives it, if any.

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

In the restated standalone financial statements, cost of purchase of stock-in-trade for the financial years 2013-14 to 2017-18 has been reduced by the amount of Rs. Rs. 2,881.50 lakhs, Rs. 2,640.13 lakhs, Rs. 2,136.17 lakhs, Rs. 829.21 lakhs and Rs. 647.10 lakhs respectively. This amount is in the nature of Discount Received.

Accounting for effects of changes in foreign exchange rates

All transactions in foreign currency are recorded at the rates of exchange prevailing at the date of transaction. Any gain/ loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.

Monetary items in the form of Loans, Current Assets and Current Liabilities in foreign currencies outstanding at the close of the year are converted in Indian currency at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.

In respect of Forward Exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and the exchange rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognized as income or assets/liabilities.

Accounting for Government Grants

There was no grant received from Government.

Accounting for Investments

Investments are classified in Long-term. Long term Investments are valued at cost.

Employees Retirement Benefit Plan

a. Provident Fund:
Provident fund is a defined contribution scheme as the company pays fixed contribution at predetermined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

b. Leave Encashment:
The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

c. Provision for Gratuity:
During the year F.Y.-2014-2015 the Company created a Gratuity fund with LIC and liability, calculated on accrual basis, has been paid to LIC towards Balaji Solutions Employees Gratuity Fund. Accordingly, payment of Rs. 3253698/- was made to LIC which included payment of Rs. 2174066/- towards liabilities upto 31.03.2014. No provision for Gratuity liability was made upto financial year 2013-14.

Other retirement benefit due to the employees is not charged to Profit & Loss Account, but accounted for only on cash basis.

After F.Y. 2015-2016 Company's liability towards gratuity in accordance with Payment of Gratuity ACT, 1972 and other long-term benefit are determined and accounted in accordance with AS-15(revised) based on the actuarial valuation provided by Life Insurance Corporation of India as on the Balance sheet date. So far as the Gratuity is concerned the company contributes the ascertained liability to the Life Insurance Corporation of India which administers the contributions and makes the payment at retirement, death or incapacitation of employment to employees.

Borrowing Costs

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Earnings per Share

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning per Share. In determining earning per share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of Equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

Contingencies and Events Occurring After the Balance Sheet Date

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

Net Profit or loss for the period, prior period items and changes in accounting policies

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

Changes in Accounting Policies in the period/ years covered in the restated financials

There are no changes in significant accounting policies for the period/ years covered in the restated financials except the change in inventory valuation method, which was changed from Historical cost, where FIFO method of valuation is applied to "Lower of Cost or NRV", where cost was determined on FIFO Basis from F.Y. 2016-17 to comply with Accounting Standard-2.

Foreign currency Transaction

Initial Recognition
Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion
Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences
Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year/period, or reported in previous financial statements, are recognised as income or as expenses in the year/period in which they arise except those arising from investments in non-integral operations.

Segment Reporting

The Company is engaged in trading of Computer Peripherals and its parts which as per AS-17, is considered only reportable Business segment by the management in light of the dominant source of nature of risks and returns, location of the production facilities and assets of the Company and relied upon by the Auditors. As per AS-17 all reportable information as regards segment revenue, segment result, carrying amount of segment assets, segment

liabilities, total cost of acquisition of segment assets and depreciation are fairly disclosed in the financial statements.

The company is liable for Corporate Social Responsibility (CSR) expenses as prescribed under section 135 of Companies Act, 2013 from F.Y.2017-2018 and during the year the company has spent Rs. 17.28 lakhs by way of payment to Prime Minister National Relief fund on account of Corporate Social Responsibility (CSR) expenses.

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises development Act, 2006" is based on the information available with the company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/ interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payments made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or on balance brought forward from previous year.

During the all financial year, no material foreseeable loss was incurred for any long-term contract including derivatives contracts.

Overview of Revenue and Expenses

"Since our Company has started preparing Consolidated Financial Statements from the financial year 2017-18 onwards, the following discussion and analysis has been presented on the basis of restated standalone financial statements only."

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our total revenue comprises of revenue from operations and other income.

Revenue from operations: Our revenue from operations comprises of revenue from sale of products such as laptops, hard disk drives, mobile phones, LCD monitors, cables, printer tonners, pen drives, uninterrupted power supply systems, DVDs, CPUs, etc. among others and commission income. During the financial year 2017-18, our Company dealt in 45 types of products from 17 different brands including our in-house brand FOXIN.

Other Income: Our Other income comprises of income from fluctuation in rates of foreign exchange, interest on term and other deposits, insurance claim income, SAD refundable, write back of liability, write off of sundry balances and other income.

Total Expenses

Our total expenses comprise of purchase of stock in trade, changes in inventory of stock in trade, employee benefit expenses, finance costs, depreciation and amortisation expenses and other expenses.
Purchase of stock in trade: Our purchase of stock in trade includes purchase of products such as laptops, hard disk drives, mobile phones, LCD monitors, cables, printer tonners, pen drives, uninterrupted power supply systems, DVDs, CPUs, etc. among others. During the financial year 2017-18, our Company dealt in 45 types of products from 17 different brands including our in-house brand FOXIN.

Changes in inventory of stock in trade consist of change in our inventory of stock in trade as at the beginning and end of the year.

Employee benefit expenses consist of salary, wages & bonus to staff, directors' remuneration, contribution to gratuity, provident fund & other funds and workmen & staff welfare expenses.

Finance costs comprise of interest on term loans, working capital bank finance, buyers' credit, vehicle finance, unsecured loans and bank charges & commission.

Depreciation and amortisation expenses: Tangible and intangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation and amortisation include depreciation charged on tangible and intangible assets.

Other expenses: Other expenses broadly comprise of operating and administrative expenses and sales and marketing expenses. Our operating and administrative expenses mainly include audit fees, power & fuel, freight charges, general expenses, insurance charges, internet & lease-line charges, office maintenance, professional charges, rent, repair and maintenance charges, travelling & conveyance expenses, telephone & fax expenses, etc. among others. Our sales and marketing expenses mainly include sales promotion expenses, advertisement expenses, exhibition expenses, commission and brokerage expense and packing expenses.

Results of Operations for the FY 2018, 2017 and 2016:

(Rs. in Lakhs)

Particulars	For the year ended March 31,		
	2018	2017	2016
Total Revenue			
Revenue from Operations	66,479.83	65,089.64	45,041.85
As a % of Total Income	99.26%	99.40%	99.89%
Other Income	498.14	393.30	50.96
As a % of Total Income	0.74%	0.60%	0.11%
Total Revenue	**66,977.96**	**65,482.94**	**45,092.81**
Total Expenses			
Purchase of Stock-In-Trade	62,293.41	62,521.68	44,531.32
As % of Total Income	93.01%	95.48%	98.75%
Change in inventory of Stock-in-trade	(379.53)	(1,367.97)	(2,176.38)
As a % of Total Income	(0.57%)	(2.09%)	(4.83%)
Employee benefit expenses	1,780.25	1,518.19	1,225.98
As a % of Total Income	2.66%	2.32%	2.72%
Finance costs	547.37	512.99	225.03
As a % of Total Income	0.82%	0.78%	0.50%
Depreciation and amortisation expense	58.66	55.56	43.83
As a % of Total Income	0.09%	0.08%	0.10%
Other Expenses	999.66	732.93	639.08
As a % of Total Income	1.49%	1.12%	1.42%
Total Expenses	**65,299.82**	**63,973.38**	**44,488.86**
As a % of Total Income	97.49%	97.69%	98.66%
Profit before extraordinary items and tax	**1,678.14**	**1,509.56**	**603.95**
Prior period items (Net)	-	-	-
Profit before exceptional, extraordinary items and tax	1,678.14	1,509.56	603.95
Exceptional items	-	-	-
Profit before extraordinary items and tax	1,678.14	1,509.56	603.95
As a % of Total Income	2.51%	2.31%	1.34%
Extraordinary items	-	-	-
Profit before tax	**1,678.14**	**1,509.56**	**603.95**
As a % of Total Income	2.51%	2.31%	1.34%
Tax expense:			
Current tax	593.30	522.51	206.54
Deferred Tax	(12.26)	4.85	0.23
Earlier Year Tax	-	10.22	(5.58)
Total Tax Expense	**581.04**	**537.57**	**201.19**
Profit for the year	**1,097.10**	**971.99**	**402.76**
PAT Margin	1.64%	1.48%	0.89%

COMPARISON OF FINANCIAL YEAR 2017-18 WITH FINANCIAL YEAR 2016-17

Total Revenue

Our total revenue increased by 2.28% to Rs. 66,977.96 lakhs for the financial year 2017-2018 from Rs. 65,482.95 lakhs for the financial year 2016-2017, due to the factors mentioned below:

Revenue from operations: Our revenue from operations increased by 2.14% to Rs. 66,479.83 lakhs for the financial year 2017-18 from Rs. 65,089.02 lakhs for the financial year 2016-17 mainly due increase in our sales revenue by Rs. 796.38 lakhs and commission income by Rs. 594.43 lakhs. Further, the increase was on account of increase in our brand portfolio to 17 in the financial year 2017-18 from 12 in the financial year 2016-17.

Other Income: Our other income increased by 26.66% to Rs. 498.14 lakhs for the financial year 2017-18 from Rs. 393.30 lakhs for the financial year 2016-17 mainly due to increase in our income from fluctuation in the rates of foreign exchange by Rs. 108.71 lakhs, interest on term deposits by Rs. 20.39 lakhs and other income by Rs. 6.99 lakhs. However, the increase was partially offset by decrease in SAD refund income by Rs. 19.54 lakhs and write back of liabilities by Rs. 5.43 lakhs among others.

Total Expenses

Our total expenses increased by 2.07% to Rs. 65,299.82 lakhs for the financial year 2017-18 from Rs. 63,973.38 lakhs for the financial year 2016-17 due to the factors mentioned below:

Purchase of Stock-In-Trade: Our purchase of stock-in-trade was Rs. 62,293.41 lakhs for the financial year 2017-18 as against Rs. 62,521.68 lakhs for the financial year 2016-17. This was 93.01% and 95.48% of our total revenue for the financial year 2017-18 and 2016-17, respectively.

Employee Benefit Expenses: Our Employee Benefit Expenses increased by 17.26% to Rs. 1,780.25 lakhs for the financial year 2017-18 as against Rs. 1518.19 lakhs for the financial year 2016-17. The increase was mainly on account of increase in salary, wages and bonus of employees by Rs. 365.72 lakhs and corresponding increase in contribution to gratuity, provident fund and other funds by Rs. 24.32 lakhs. However, the increase was partially offset by decrease in directors' remuneration by Rs. 131.75 lakhs. Our employee benefit expenses were 2.66% and 2.32% of our total revenue for the financial year 2017-18 and 2016-17, respectively.

Finance Costs: Our finance costs increased by 6.70% to Rs. 547.37 lakhs for the financial year 2017-18 from Rs. 512.99 lakhs for the financial year 2016-17 mainly due to increase in interest on buyers' credit by Rs. 20.55 lakhs, interest on loans by Rs. 37.41 lakhs and bank charges by Rs. 18.30 lakhs. However, the increase was partially offset by decrease in interest on working capital facilities by Rs. 27.44 lakhs and other interest by Rs. 12.90 lakhs. Our finance costs were 0.82% and 0.78% of our total revenue for the financial year 2017-18 and 2016-17, respectively.

Depreciation and amortisation expenses: Our depreciation and amortisation expenses increased by 5.58% to Rs. 58.66 lakhs for the financial year 2017-18 from Rs. 55.56 lakhs for the financial year 2016-17. Our depreciation and amortisation expenses were 0.09% and 0.08% of total revenue for the financial 2017-18 and 2016-17, respectively.

Other Expenses: Our other expenses increased by 36.39% to Rs. 999.66 lakhs for the financial year 2017-18 from Rs. 732.93 lakhs for the financial year 2016-17. Our other expenses comprised of operating and administrative expenses and sales and marketing expenses. Our operating and administrative expenses increased mainly due to increase in freight charges by Rs. 87.03 lakhs, rent expenses by Rs. 50.09 lakhs, travelling and conveyance expenses by Rs. 43.45 lakhs, loss on sale of assets by Rs. 24.47 lakhs, CSR expenses by Rs. 17.28 lakhs and professional charges by Rs. 6.09 lakhs among others. Similarly, our sales and marketing expenses increased mainly due to increase in sales promotion expenses by Rs. 139.99 lakhs and commission and brokerage expenses by Rs. 6.79 lakhs. Our other expenses were 1.49% and 1.12% of total revenue for the financial year 2017-18 and 2016-17, respectively.

Profit before tax: Our profit before tax increased by 11.17% to Rs. 1,678.14 lakhs for the financial year 2017-18 from Rs. 1,509.56 lakhs for the financial year 2016-17 due to the factors mentioned above. Our profit before tax was 2.51% and 2.31% of total revenue for the financial year 2017-18 and 2016-17, respectively.

Tax expenses: Our tax expenses increased by 8.09% to Rs. 581.04 lakhs for the financial year 2017-18 from Rs. 537.57 lakhs for the financial year 2016-17 mainly due to increase in our profit before tax. Our tax expenses were 0.87% and 0.82% of total revenue for the financial year 2017-18 and 2016-17, respectively.

Profit after tax: Our profit after tax increased by 12.87% to Rs. 1,097.10 Lakhs for the financial year 2017-18 from Rs. 971.99 lakhs for the financial year 2016-17. Our profit after tax was 1.64% and 1.48% of total revenue for the financial year 2017-18 and 2016-17, respectively.

COMPARISON OF FINANCIAL YEAR 2016-17 WITH FINANCIAL YEAR 2015-16

Total Revenue

Our total revenue increased by 45.22% to Rs. 65,482.94 lakhs for the financial year 2016-17 from Rs. 45,092.81 lakhs for the financial year 2015-16, due to the factors mentioned below:

Revenue from operations: Our revenue from operations increased by 44.51% to Rs.65,089.64 lakhs for the financial year 2016-17 from Rs. 45,041.85 lakhs for the financial year 2015-16 mainly due to increase in sale of our products by Rs. 20,016.75 lakhs and commission income by Rs. 31.05 lakhs.

Other income: Our other income increased by 671.78% to Rs. 393.30 lakhs for the financial year 2016-17 from Rs. 50.96 lakhs for the financial year 2015-16 mainly due to increase in our income from fluctuation in the rates of foreign exchange by Rs. 311.18 lakhs, interest on term and other deposits by Rs. 29.92 lakhs and SAD refund income by Rs. 13.49 lakhs among others. However, the increase was partially offset by decrease in income from insurance and other claims by Rs. 14.06 lakhs.

Total Expenses

Our total expenses increased by 43.80% to Rs. 63,973.38 lakhs for the financial year 2016-17 from Rs. 44,488.86 lakhs for the financial year 2015-16 due to the factors mentioned below:

Purchase of stock-in-trade: Our purchase of stock-in-trade was increased by 40.40% to Rs. 62,521.68 Lakhs for the financial year 2016-17 from Rs. 44,531.32 lakhs mainly due to increase in sale of our products. It was 95.48% and 98.75% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Employee benefit expenses: Our employee benefit expenses increased by 17.26% to Rs. 1,518.19 lakhs for the financial year 2016-17 from Rs. 1,225.98 lakhs for the financial year 2015-16. The increase was mainly due to increase in salaries, wages and bonus expenses by Rs. 279.19 lakhs, staff welfare expenses by Rs. 44.75 lakhs and contribution to gratuity, provident and other funds by Rs. 18.74 lakhs which was partially offset by decrease in directors' remuneration by Rs. 50.48 lakhs. Our employee benefit expenses were 2.32% and 2.72% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Finance costs: Our finance costs increased by 127.97% to Rs. 512.99 lakhs for the financial year 2016-17 from Rs. 43.83 lakhs for the financial year 2015-16 mainly due to increase in interest on loans by Rs. 137.52 lakhs, interest on working capital by Rs. 95.63 lakhs, bank charges by Rs. 35.93 lakhs and other interest by Rs. 13.85 lakhs among others. Our finance costs were 0.78% and 0.50% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Depreciation and amortisation expenses: Our depreciation and amortisation expenses increased by Rs. 26.76% to Rs. 55.56 lakhs for the financial year 2016-17 from Rs. 43.83 lakhs for the financial year 2015-16. Depreciation and amortisation expenses were 0.08% and 0.10% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Other Expenses: Our other expenses increased by 14.69% to Rs. 732.93 lakhs for the financial year 2016-17 from Rs. 639.08 lakhs for the financial year 2015-16. Our other expenses comprised of operating and administrative expenses and sales and marketing expenses. Our operating and administrative expenses increased mainly due to increase in rent expenses by Rs. 72.70 lakhs, printing and stationery expenses by Rs. 17.47 lakhs, freight charges by Rs. 17.36 lakhs, travelling and conveyance expenses by Rs. 14.90 lakhs, general expenses by Rs. 4.53 lakhs, power and fuel expenses by Rs. 3.76 lakhs among others. Similarly, our sales and marketing expenses increased mainly due to increase in advertisement expenses by Rs. 27.53 lakhs and commission and brokerage expenses by

Rs. 16.41 lakhs. Our other expenses were 1.12% and 1.42% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Profit before tax: Our profit before tax increased by 149.95% to Rs. 1,509.56 lakhs for the financial year 2016-17 from Rs. 603.95 lakhs for the financial year 2015-16 due to the factors mentioned above. Our profit before tax was 2.31% and 1.34% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Tax expenses: Our tax expenses increased by 167.20% to Rs. 537.57 lakhs for the financial year 2016-17 from Rs. 201.19 lakhs for the financial year 2015-16 mainly due to increase in our profit before tax. Our tax expenses were 0.82% and 0.45% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Profit after tax: Our profit after tax increased by 141.33% to Rs. 971.99 lakhs for the financial year 2016-17 from Rs. 402.76 lakhs for the financial year 2015-16. Our profit after tax was 1.48% and 0.89% of total revenue for the financial year 2016-17 and 2015-16, respectively.

Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the financial years ended March 31, 2018, 2017 and 2016:

Particulars	For the year ended March 31,		
	2018	2017	2016
Fixed Asset Turnover Ratio	113.74	99.22	76.32
Debt Equity Ratio	2.04	2.12	2.03
Current Ratio	1.22	1.17	1.15
Inventory Turnover Ratio	10.05	11.34	11.35

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets excluding capital work in progress and intangible assets, based on Restated Standalone Financial Statements.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Restated Standalone Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Standalone Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Standalone Financial Statements.

Cash Flows

The table below summaries our cash flows from our Restated Standalone Financial Statements for the financial years 2018, 2017 and 2016:

(Rs. In lakhs)

Particulars	For the year ended March 31,		
	2018	2017	2016
Net cash (used in)/ generated from operating activities	(1,459.35)	(1,760.13)	499.36
Net cash (used in)/ generated from investing activities	(591.03)	(200.48)	(137.74)
Net cash (used in)/ generated from financing activities	2,045.33	1,779.32	(194.35)
Net increase/ (decrease) in cash and cash equivalents	(5.04)	(181.29)	167.27
Cash and Cash Equivalents at the beginning of the period	18.75	200.04	32.77
Cash and Cash Equivalents at the end of the period	13.71	18.75	200.04

Operating Activities

Financial year 2017-18

Our net cash used in operating activities was Rs. 1,459.35 lakhs for the financial year 2017-18. Our operating profit before working capital changes was Rs. 2,156.62 lakhs for the financial year 2017-18 which was primarily adjusted by payment of income tax of Rs. 605.40 lakhs, increase in inventories by Rs. 379.53 lakhs, increase in trade receivables by Rs. 1,174.45 lakhs, increase in trade payable by Rs. 331.25 lakhs, increase in other current assets by Rs. 235.06 lakhs, increase in other current liabilities by Rs. 197.99 lakhs, increase in short term provisions by Rs. 5.49 lakhs and increase in short term loan & advances by Rs. 1,756.27 lakhs.

Financial year 2016-17

Our net cash used in operating activities was Rs. 1,760.13 lakhs for the financial year 2016-17. Our operating profit before working capital changes was Rs. 1,955.78 lakhs for the financial year 2016-17 which was primarily adjusted by payment of income tax of Rs. 524.36 lakhs, increase in trade receivable by Rs. 3,010.34 lakhs, increase in inventories by Rs. 1,367.97 lakhs, increase in trade payables by Rs. 1,454.59 lakhs, increase in other current assets by Rs. 218.92 lakhs, increase in other current liabilities by Rs. 75.43 lakhs, increase in short term provisions by Rs. 31.98 lakhs and increase in short term loans & advances by Rs. 156.58 lakhs.

Financial year 2015-16

Our net cash generated from operating activities was Rs. 499.36 lakhs for the financial year 2015-16. Our operating profit before working capital changes was Rs. 818.51 lakhs for the financial year 2015-16, which was primarily adjusted by payment of income tax of Rs. 199.61 lakhs, increase in trade receivable by Rs. 931.24 lakhs, increase in inventories by Rs. 2,176.38 lakhs, increase in trade payables by Rs. 2,915.65 lakhs, increase in other current liabilities by Rs. 139.98 lakhs, increase in short term provisions by Rs. 14.15 lakhs, increase in short term loans & advances by Rs. 118.13 lakhs and decrease in other current assets by Rs. 32.21 lakhs.

Investing Activities

Financial year 2017-18

Net cash used in investing activities was Rs. 591.03 lakhs for the financial year 2017-18 This was primarily on account of purchase of fixed assets amounting to Rs. 47.27 lakhs and increase in long term loans & advances by Rs. 35.83 lakhs, expenses on Capital WIP of Rs. 605.28 lakhs which was partially offset by sale of fixed assets of Rs. 32.87 lakhs and interest income of Rs. 64.49 lakhs.

Financial year 2016-17

Net cash used in investing activities was Rs. 200.48 lakhs for the financial year 2016-17. This was primarily on account of purchase of fixed assets amounting to Rs. 122.30 lakhs, expense on Capital WIP of Rs. 109.47 lakhs, increase in long term loans and advances by Rs. 22.01 lakhs which was partially offset by proceeds from sale of assets of Rs 0.21 lakhs and interest income of Rs. 53.10 lakhs.

Financial year 2015-16

Net cash used in investing activities was Rs. 137.74 lakhs for the financial year 2015-16. This was primarily on account of purchase of fixed assets amounting to Rs. 110.70 lakhs, increase in long term loan & advances by Rs. 43.15 lakhs, expense on Capital WIP of Rs. 22.07 lakhs which was partially offset by proceeds from sale of fixed assets of Rs. 10.85 lakhs, interest income of Rs. 23.18 lakhs and cash acquired on account of merger of Rs. 4.14 lakhs.

Financing Activities

Financial year 2017-18

Net cash flow generated from financing activities for the financial year 2017-18 was Rs. 2,045.33 lakhs. This was primarily on account proceeds from short term borrowings amounting to Rs. 1,913.80 lakhs and proceeds from long term borrowings of Rs. 335.83 lakhs, fresh issue of capital along with premium of Rs. 255.00 lakhs which was partially offset by payment of interest charges amounting to Rs. 459.30 lakhs.

Financial year 2016-17

Net cash generated from financing activities for the financial year 2016-17 was Rs. 1,779.32 lakhs. This was primarily on account of proceeds from short term borrowings amounting to Rs. 2,236.36 lakhs which was partially offset by payment of interest charges amounting to Rs. 443.23 lakhs and re-payment of long-term borrowings amounting to Rs. 13.81 lakhs.

Financial year 2015-16

Net cash used in financing activities for the financial year 2015-16 was Rs. 194.35 lakhs. This was primarily on account of payment of interest charges amounting to Rs. 191.20 lakhs and re-payment of short-term borrowings of Rs. 40.97 lakhs which was offset by proceeds from long term borrowings amounting to Rs. 37.82 lakhs.

Financial Indebtedness

As on March 31, 2018, the total outstanding borrowings of our Company is Rs. 8,530.32 lakhs which included long-term borrowings of Rs. 664.43 lakhs and short-term borrowings of Rs. 7,865.89 lakhs. For further details, refer chapter titled "*Statement of Financial Indebtedness*" beginning on page 194 of this Draft Red Herring Prospectus.

(Rs. in lakhs)

Particulars	As at March 31, 2018
Long Term Borrowings (A)	
Secured Loans from Banks	
- Vehicle Loans	24.25
- Building Construction Loans	373.51
Unsecured Loans	
- From Body Corporates	266.67
Sub Total (A)	**664.43**
Short Term Borrowings (B)	
Secured Loans from Banks	
- Working capital facility	1,905.86
Term Loans	806.98
Unsecured Loans	
- From Related Parties	474.60
- From Body Corporates	2,335.80
- Clean Facility from Bank	2,342.65
Sub Total (B)	**7,865.89**
Total (A)+(B)	**8,530.32**

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

For further information please refer to the section titled "*Financial Statements as Restated*" on page 177 of this Draft Red Herring Prospectus.

Contingent Liabilities

The following table sets forth our contingent liabilities as of March 31, 2018 and March 31, 2017:

(Rs. in Lakhs)

Particulars	As on March 31, 2018	As on March 31, 2017
Customs	12.05	12.05
Sales Tax	355.89	136.57

Particulars	As on March 31, 2018	As on March 31, 2017
Income Tax	59.33	59.33
Bank Guarantee	1,429.10	2,208.25
Letter of Credit	70.11	91.68
Capital Commitment	33.20	12.12
Total	**1,959.68**	**2,520.00**

Entry Tax in the state of West Bengal remains unpaid since June 01, 2013, as company has filed a writ petition before the Hon. Calcutta High Court. As per the order date August 08, 2013, this writ petition is adjourned "sine die" till the disposal of the matter pending before the Hon'ble Division Bench. Hence, the liability of entry tax remains uncertain. We have received demand from the department of Rs. 125.82 lakhs upto financial year 2015-16.

It is not practical for our Company to estimate the timings of cash outflow, if any in respect of above mentioned contingent liabilities. For further details, refer chapter titled *"Financial Statements as Restated*" beginning on page 177 of this Draft Red Herring Prospectus.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

Interest Rate Risk

As on today we do have interest bearing borrowing from Bank/Financial Institutions/persons and any rise in future borrowings may increase the risk.

Effect of Inflation

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled "*Financial Statements as Restated*" beginning on page 177 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled "*Financial Statements as Restated*" beginning on page 177 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Factors that may affect our results of the operations:

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgement, would be considered unusual or infrequent that have significantly affected operations of the Company.

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

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled "*Risk Factors*" beginning on page 19 of this Draft Red Herring Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change

According to 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 goods 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.

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

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

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

Our Company is primarily engaged in business of distribution of IT products and Telecom products. Relevant industry data, as available, has been included in the section titled "*Our Industry*" beginning on page 111 of this Draft Red Herring Prospectus.

The extent to which business is seasonal

Our Company's business is not seasonal. However, the business of the company depends upon the Growth potential of the economy and growth of the country.

Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier vis-a-vis the total revenue from operations and purchase respectively as on March 31, 2018 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	13.58	63.29
Top 10 (%)	18.84	78.71

Competitive Conditions

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the Information Technology industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "*Risk Factors*" beginning on page 19 of this Draft Red Herring Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter under "Significant Factors Affecting Our Results of Operations" and chapter titled "*Risk Factors*" beginning on page 19 of this Draft Red Herring Prospectus.

Status of any Publicly Announced New Products or Business Segments
Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

STATEMENT OF FINANCIAL INDEBTEDNESS

Brief details on the financial indebtedness of the "BALAJI SOLUTIONS LIMITED" as on August 31, 2018 is as under:

A. Long Term Borrowings

i. **Secured Loan:**

Name of Lender	Type of Loan	Date of Sanction/ Review	Purpose	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Securities offered	Repayment / Usance Period	Outstanding amount (Rs. in lakhs)
HDFC Bank	Vehicle Loan	October 14, 2015	For Car Purchase	55.00	9.35%	Hypothecation of Car	48 Months	18.32
HDFC Bank	Term loan	May 16, 2018	For Construction of Property	700.00	9.70%	Hypothecation of entire stock and book debts	48 Months	479.59

ii. Unsecured Loan:

Name of Lender	Type of Loan	Date of Sanction/ Review	Purpose/ Facility	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Repayment/ Usance Period	Outstanding amount (Rs. in lakhs)
TATA Capital Financial Services Limited	Term Loan	February 3, 2018	For business purposes	300.00	10.5% p.a. (Floating)	17.5 months	183.32

B. Short Term Borrowings

i. Secured Loan

Name of Lender	Type of Loan	Date of Sanction/ Review	Purpose	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Margin	Repayment / Usance Period	Outstanding amount (Rs. in lakhs)
HDFC Bank	**Cash Credit**	**September 17, 2018**	**Working Capital Limit**	**3,000.00**	**9.70% p.a. MCLR + 1.10% (Current MCLR 8.60%)**	**25% on Book Debts and Stock. Debtors upto 90 days**	**12 Months/ 15.07.2019 whichever is earlier**	**941.90**
	Letter of Credit (Inland and Fx) Sub limit of Cash Credit			(300.00)	1.00% p.a.	Nil as sublimit of CC	15-07.2019	
	Bank Guarantee			(1000.00)	1.00% p.a.	Nil as sublimit of CC	15.07.2019	

Name of Lender	Type of Loan	Date of Sanction/ Review	Purpose	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Margin	Repayment / Usance Period	Outstanding amount (Rs. in lakhs)
	Sub Limit of Cash Credit							
	WCDL Sub Limit of Cash Credit			(3,000.00)	9.70% p.a. MCLR + 1.10% (Current MCLR 8.60%)	Nil. WCDL will be sub limit of CC limits	Max 90 days/ 15.07.2019	
	Bank Guarantee Sub Limit of Cash Credit			(1,000.00)	1.00% p.a.	Nil as sublimit of CC	15.07.2019	
	Bank Guarantee (BG)		**Working Capital Limit**	**4,000.00**	**1.00% p.a.**	**15% cash margin as Fixed Deposit**	**15.07.2019**	**1,579.21**
	SBLC as a sublimit of BG			(4,000.00)	1.00% p.a.	15% cash margin as fixed deposits	15.07.2019	
	Letter of Credit (Inland and Fx) Sub limit of BG			(1500.00)	1.00% p.a.	15% cash margin as fixed deposits	15.07.2019	
	Letter of Credit (Inland and Fx)		**Working Capital Limit**	**1,000.00**	**1.00% p.a.**	**15% cash margin as fixed deposits**	**15.07.2019**	
	DRUL		**Working Capital Limit**	**500.00**	**9.60% p.a. MCLR+1% (Current MCLR 8.60%)**	**Nil**	**12 Months/ 15.07.2019 whichever is earlier**	
	PSR		**For Booking Forward Contracts**	**500.00**	**Nil**	**Nil**	**Max 180 days**	
	Total			**9,000.00**				**2,521.11**
	Primary securities: Hypothecation of stock and book debts of the Company, both present and future. **Collateral Securities**: Equitable mortgage on the following properties: 1. Godown at "Kamalalay Centre" Unit no. 501, 5th Floor, Premises no. 156A, Lenin Sarani, Kolkata – 700013 [Owner: Rajendra Seksaria (HUF)] 2. Industrial Property at B-5&B-4, Jagdishpur, JL-2, Dag no 5312, 5311, 5320, 5321, LR Dag no 5422, 5421, 5432, 5433, LR Khaitan no 3835, 4106, PO Ananda Nagar, PS-Liluah, NH-6, inside Bengal Anmol South City Infrastructure Ltd. Loypur Bill, Bengal Anmol South City Infrastructure Ltd., 711227, Ghoshpara [Owner Balaji Solutions Pvt Ltd) 3. Mezzanine floor, south-west side, premises no. 17, Ganesh Chandra Avenue, P.S. – Hare Street, Kolkata – 700013 [Owner: Rajendra Seksaria (HUF)]							

Name of Lender	Type of Loan	Date of Sanction/ Review	Purpose	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Margin	Repayment / Usance Period	Outstanding amount (Rs. in lakhs)
	4. Equitable mortgage on Flat No. 102, ward no. 65 (Rajat Garden) on 1st floor, Premises no. 21 Ballygunge Park Road, P.S. Karaya, Kolkata – 700019 [Owner: Rajendra Seksaria& Sangeeta Seksaria] 5. Commercial Property, Eco Space Business Park, Block 4B, 9th Floor, Room No 902, Rajarhat, New Town, Kolkata – 700156 [Owner: Venkatesh International Exim Private Limited] **Additional Securities:** Fixed Deposits and Life Insurance **Personal Guarantors:** Rajendra Seksaria, Dinesh Bajaj, Rajendra Seksaria (HUF), Sangeeta Seksaria. **Corporate Guarantor:** Venkatesh International Exim Private Limited							

ii. Unsecured Loan:

a. From banks/ financial institutions:

Name of Lender	Date of Sanction/ Review	Purpose/ Facility	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Repayment/ Usance Period	Outstanding amount (Rs. in lakhs)
Axis Bank	January 20, 2018	Inventory financing	Regular Limit (renewal at existing level) – 2,200.00 Peak/Adhoc Limit – 300.00 (continuation at existing level)	3 months MCLR + 0.65% p.a. Current effective rate is 8.65% p.a.	90 days from the date of drawdown	2,057.14
TATA Capital Financial Services Limited	January 04, 2018	CF- Channel Finance/ Inventory Funding facility/ Trade Advance- Lenovo (India) Pvt. Ltd.	1,000.00	10.00% p.a.	12 months	1,105.40
TATA Capital Financial Services Limited	January 04, 2018	CF- Channel Finance/ Inventory Funding facility/ Trade Advance- Samsung Electronics	1,000.00	10.00% p.a.	12 months	679.57
Visu Leasing & Finance Pvt. Ltd.	December 27, 2017	Working Capital Facility	500.00	14% per annum	12 months from the date of signing the master facility agreement	316.72
Alert Consultants & Credit Pvt Ltd (Erstwhile name Tribhuwan Financial Advisory Pvt.Ltd.)*	September 20, 2017	Business Loan	50.00	11% p.a.	123 days	50.95
Maroo Finance Pvt. Ltd.**	March 13, 2018	Business Loan	25.00	11% p.a.	120 days	25.14

Name of Lender	Date of Sanction/ Review	Purpose/ Facility	Sanctioned Amount (Rs. in lakhs)	Rate of interest p.a./ Discounting charges/ Commission	Repayment/ Usance Period	Outstanding amount (Rs. in lakhs)
Chetak Agencies Pvt Ltd	August 30, 2018	Business Loan	29.00	11% p.a.	December 28, 2018	29.94
Emar Fiscal Services Pvt. Ltd.	July 24, 2018	Business Loan	25.00	12% p.a.	120 days	25.06
Pleasant Niryat Pvt. Ltd.	July 24, 2018	Business Loan	35.00	12% p.a.	120 days	35.08
Shatakshi Mudra Investment Pvt. Ltd.	Sept 25, 2017	Business Loan	50.00	14% p.a.	On demand	50.53
Kokila Suppliers Pvt. Ltd.	September 22, 2017	Business Loan	25.00	11% p.a.	On demand	25.48
Total Outstanding						**4401.01**
Company has applied for extension vide its application letter dated September 20, 2018* * Company has applied for extension vide its application letter dated July 11, 2018*						

b. Intercorporate deposits:

Sr. No.	Name of the entity***	Outstanding Amount (Rs. in lakhs)
1.	Venkatesh International Exim Pvt. Ltd.	40.50
2.	Goodluck Fabtrade Pvt. Ltd.	18.00
3.	Subhlaxmi Agency Pvt. Ltd	25.43
Total		**83.93**

c. From Directors and relatives:

Sr. No.	Name of the entity****	Outstanding Amount (Rs. in lakhs)
1.	Rajendra Seksaria (HUF)	32.30**
2.	Sangeeta Seksaria	15.30**
3.	Rajendra Seksaria	236.00

****The aforementioned loans are repayable on demand and the interest rate ranges from 11% p.a. to 14% p.a.*
*****The Company has repaid the loans after August 31, 2018 and the same are not outstanding in the books of the Company as on date of this Draft Red Herring Prospectus.*

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, Subsidiaries or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on August 8, 2018 determined that outstanding dues to creditors in excess of Rs. 10.00 lakhs as per last audited financial statements shall be considered as material dues ("**Material Dues**").

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies, would be considered 'material' for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds Rs.10.00 lakhs as determined by our Board, in its meeting held on August 8, 2018.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

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

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax Liabilities

Assessment Year 2012-2013

a) Our Company had received a notice dated January 23, 2015 under Section 142(1) of the I.T Act seeking details with respect to the Income Tax return filed. Thereafter, the Company submitted details vide its letter dated February 3, 2015 and subsequent to personal hearing submitted additional documents dated February 20, 2015. An Assessment order dated March 30, 2015 was passed by Joint Commissioner of Income Tax (JCIT) Range-2, Kolkata, which it was held that as against the income of Rs. 2,31,77,592 disclosed by the Company in its return the total income was infact Rs. 3,68,94,502, raising a demand of Rs. 59,32,760/-. The Company filed an appeal before Commissioner of Income Tax dated April 27, 2015 challenging the

aforesaid order. Our Company had paid Rs. 15,00,000/- on different dates against the same. Further, our Company received another notice dated February 12, 2018 under Section 143(3) of IT Act from Assistant Commissioner of Income Tax, Circle 2(1), Kolkata directing the Company to pay the balance outstanding demand of Rs. 44,32,760/-, which has been paid by the Company on February 26, 2018 vide Challan No. 11423. The appeal is still pending and no hearing date has been fixed as yet.

b) Our Company has received a notice dated March 27, 2018 under Section 148 of the IT Act from the Assistant Commissioner of Income Tax, Circle 2(1), Kolkata as per which there was an escapement of income to the tune of Rs. 4,50,033. Further, our Company received another notice dated May 07, 2018 under Section 147 of IT Act under which the ground for the re-assessment of the return was specified. As per the notice, there was a movement of large amount funds within many accounts with the bank in a day having no economic rationale. It was alleged that our Company had received an amount of Rs.4,50,033 from M/s S. A. Securities Private Limited on March 28, 2012. Further in the statement of Mr. Anjani Banka, one of the dummy directors in many shell companies including M/s. S A Securities Private Limited, it was recorded on oath wherein he has stated that his main source of income was coming from commission for providing of accommodation entries, forming companies and selling them in lieu of commission. From the above statement of Mr. Anjani Banka, Entry Operator and the transaction between our Company and M/s. S A Securities Private Limited, it was concluded that there was an escapement of income to the extent of Rs. 4,50,033 in assessment of return.

Further, a notice dated July 30, 2018 under section 142(1) of the IT Act has been issued by Assistant Commissioner of Income Tax, Circle-2(1), Kolkata directing the Company to furnish specific details.

The matter is still pending before the Authorities and no date of hearing has been fixed yet.

Assessment Year 2016-17

A return of income was filed by the Balaji Solutions Private Limited (hereinafter referred as "Company") for the Assessment Year 2016-17 vide ack.no 511538201171016 on October 17, 2016 and the case was selected for scrutiny through Complete Scrutiny (Computer Aided Scrutiny Selection) (CASS). Company has received notice dated July 25, 2017 under section 143(2) of the Income Tax Act, 1961 (hereinafter referred as "Act") by the Assistant Commissioner of Income Tax, Circle 2(1), Kolkata directing the Company to furnish certain evidence/ information in support of the said return of income on and before August 22, 2017. Further our Company has received a notice dated August 02, 2018 under section 142(1) of the IT Act to furnish a reply on or before August 14, 2018 with evidence and documents. In response the Company has filed its reply dated August 14, 2018 and the matter is still pending before the authority and no hearing date has been fixed as yet.

Assessment Year 2017-18

Our Company has received a notice dated August 09, 2018 under Section 143(2) of IT Act directed to produce any evidence in the support of return of income filed for the A.Y 2017-18. The in course of assessment proceeding authority may direct us to submit any information or document. The matter is still pending.

TDS

As per the website of Income Tax for TDS i.e. TRACES (TDS Reconciliation Analysis and Correction Enabling System), there are defaults in payment of TDS by the Company in following financial years which are still pending:

(Amount in Rs.)

Sr. No	Financial Year	Interest on Payment Default Under section 201	Short Payment	Default
1.	Prior Years	8,303.00	4,732.60	13,035.60
Total		**8,303.00**	**4,732.60**	**13,035.60**

Indirect Taxes Liabilities

Customs Duty

Our Company has received demand cum show cause notice under section 28 and section 124 of the Customs Act, 1962 in August 2013 from Directorate of Revenue Intelligence, Mumbai vide which the imported external/portable disc drives were held to be nothing but 'Removable or exchangeable disc drives, appropriately classified under CETH 8471 70 30, and so not covered under exemption Notification No. 12/2012-CE dated March 17, 2012 (Sr. No. 255) [earlier Notification No. 06/2006-CE dated March 01, 2006 (Sr. No. 17). Therefore,

the benefit of exemption under the said notification cannot be extended to the import and shall be chargeable to CVD at merit rates. Our Company filed its response dated September 4, 2014. An Order-in-Original No. Pr.CC-D/13/2015-16 Adj(I) ACC dated December 22, 2015, (impugned order) was passed in the matter rejecting the reply of the Company. Our Company filed an appeal No. C/85822/2016 before the Customs, Excise & Service Tax Appellate Tribunal, West Regional Bench at Mumbai against challenging the classification of Good imported as removable or exchangeable disc drives, imposition of additional duty of customs, aggregating to **Rs 12,05,466** (Rupees Twelve Lakhs Five Thousand Four Hundred and Sixty Six Only) only with SAD and Education cess and Secondary and Higher Secondary Education cess which has not been paid due to alleged wilful mis-statement. In the said appeal the Company had stated that there was no evasion of duty as the imported external hard disk drives were not being classified as (removable or exchangeable disk drive and were being assessed under heading 8471 70 20 in all ports in India, after the order in appeal C.CUS No.1068/2013 dated July 31, 2013.

The Company has deposited Rupees Five Lakhs on October 10, 2013 which was not appropriated in the impugned order. The Hon'ble Tribunal vide Order no. M/87735/16/CB dated May 09, 2016 directed the revenue to verify the said payment made by the Company. Therefore, the Company filed miscellaneous petition which was listed on July 18, 2016 for deciding the issue of maintainability for want of pre-deposit of 7.5%. As per the order dated July 18, 2016, the appellant has already paid an amount of Rs. 5 lakhs on October 10, 2013. It was observed by the Hon'ble Tribunal that payment of Rs.5 lakhs was more than the per-deposit required, which was sufficient for meeting the requirement for pre-deposit of 7.5% of the duty. The said appeal has been admitted by the Hon'ble Tribunal and same may be listed in due course.

Value Added Tax (VAT)

a) Our Company has received following notices from Assistant Commercial Taxes Officer, Commercial tax Department of demand under Rajasthan VAT Act, 2003:

Amount (Rs.)

Sr. No.	Period	Date of order	Disputed Amount (Amount in Rs.)	Appeal Date	Next Hearing
1.	01/04/2010-31/03/2011	June 26, 2015	37,35,300	July 13, 2015	October 29, 2018
2.	01/04/2010-31/03/2011	February 18, 2016	70	March 05, 2016	NA
3.	01/04/2011-31/03/2012	February 18, 2016	6,04,303	March 05, 2016	NA
4	01/04/2011-31/03/2012	June 26, 2015	34,70,700	March 05, 2016	NA
5.	01/04/2012 - 31/03/2013	February 18, 2016	10,99,598	March 05, 2016	NA
6	01/04/2012 - 31/03/2013	June 26, 2015	25,54,000	July 13, 2015	NA
7	01/04/2012 - 31/03/2013(CST)	June 26, 2015	600	July 13, 2015	NA
8	01/04/2013-31/03/2014	February 18, 2016	66,32,743	March 05, 2016	NA
9	01/04/2014-31/03/2015	February 18, 2016	1,29,62,488	March 05, 2016	NA
10	01/04/2015-31/03/2016	February 18, 2016	38,96,662	March 05, 2016	NA

a) Our Company had received a notice of demand under Section 32 of the Maharashtra VAT Act, 2002 for Rs. 6,32,324.68 for the period 01/04/2013 to 31/03/2014. Subsequently vide order dated October 09, 2017 the authority confirmed the total liability of the Company at Rs. 6,32,325. The Company filed an appeal under Section 26 against the said order before the Deputy Commissioner of Sales Tax, Thane and also paid an amount of Rs. 31,411/- on March 26, 2018. The said matter is pending and no next date of hearing has been fixed yet.

b) Our Company has received a notice of demand under Section 25 and Section 39 of the Bihar Value Added Tax, 2005 for Rs. 15,78,302/- for the period 01/04/2015 to 31/03/2016. Our company is in the process of filing appeal against this.

c) Our Company has received notice of demand under Section 43 of West Bengal Value Added Tax Act, 2003 dated 14/09/2017 for the period 01/04/2015 to 31/03/2016. The demand was raised of Rs. 4,62,51,910.88/- vide order dated 08/08/2018. Our company has filed reviewed petition and same was heard on 25/09/2018. The result is awaited.

d) Our Company has received notice of demand under Central Sales Tax Act, 1956 dated 14/09/2017 for the period 01/04/2015 to 31/03/2016. The demand was raised of Rs. 1,32,309.93/- vide order dated 08/08/2018. Our company has filed reviewed petition and same was heard on 25/09/2018. The result is awaited.

Entry Tax

a) Our Company has received following notices of demand from Deputy Commissioner, Commercial Taxes, under The West Bengal Entry Tax Rules, 2005, which are yet to be paid by the Company.

Amount (Rs.)

Sr. No.	Assessment year	Date of Notice	Assessment Case	Demand Raised
1.	4QE ending March 31, 2013	September 17, 2013	Nil	1,72,062.00
2.	01/04/2012 to 31/03/2013	June 29, 2016	2012-13/54/03/ET/07	22,78,435.00
3.	01/04/2014 to 31/03/2015	August 11, 2017	2014-15/54/03/ET/10	45,49,951.137
4.	01/04/2015 to 31/03/2016	July 13, 2018	2015-2016/54/03/E/6	55,81,871.81

Our Company has filed appeal with High Court of Calcutta against the demand raised by the Deputy Commissioner, Commercial Taxes.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

a) Complaint Case No. 1394 of 2016 in the matter of M/S Balaji Solutions Private Limited vs M/S Crystal Business Corporation

Our Company has filed a Complaint before the Court of Learned Chief Judicial Magistrate at Barasat under section 200 of Cr.P.C. punishable under Section 420, 406 and 506 of Indian Penal Code against the firm

namely M/S Crystal Business Corporation("accused"). The accused had placed an order with our Company for the supply of computer parts and other PC components/accessories from time to time and subsequently bills were raised by our Company. The total amount outstanding to be paid was of **Rs. 39,113**/- (Thirty-Nine Thousand one hundred and thirteen only). In spite of repeated reminders, the accused failed to pay the amount to the company. When our Company sent its agent to collect the outstanding bill amount from the accused he was threatened of being beaten. As a result, our Company filed a complaint under Section 420, 406 and 506 of the Indian Penal Code. The next hearing date is September 24, 2018 and the case is still pending.

b) Complaint Case No. 80 of 2016 in the matter of M/S Balaji Solutions Private Limited vs M/S Joy Maa Tara Teleworld

Our Company has filed a Complaint before the Court of Learned Chief Judicial Magistrate at Barasat in terms of Section 156(3) of Cr.P.C., offences punishable under Section 420, 406 and 506 of Indian Penal Code against the firm namely M/S Joy Maa Tara Teleworld ("accused"). The accused took various Sony mobiles and accessories from our Company from time to time, aggregating to value of **Rs.46,361/-**(Forty-Six Thousand Three Hundred Sixty-One Only) along with interest of 18% P.A. Inspite of repeated telephonic reminders and letters, the accused failed to pay the amount to the company. The accused also threatened the staff of our Company with dire consequences, when they asked for the payments of the due amount. As a result, our Company filed a complaint under Section 420, 406 and 506 of the Indian Penal Code. The next hearing date is January 14, 2019 and the case is still pending.

c) Complaint Case No. 79 of 2016 in the matter of M/S Balaji Solutions Private Limited vs M/S Krishna Stationeries

Our Company has filed a Complaint before the Court of Learned Chief Judicial Magistrate at Barasat in terms of Section 156(3) of Cr. P.C. punishable under Section 420, 406, 506 and 34 of Indian Penal Code against the firm namely M/S Krishna Stationeries ("accused"). The accused took various Sony mobiles and accessories from time to time from our Company aggregating to **Rs.2,56,354/-**(Two Lakh Fifty-six Thousand Three Hundred Fifty-four) along with interest of 18% P.A. Inspite of repeated telephonic reminders and letters, the accused failed to pay the amount to the company. The accused also threatened the staff of our Company with dire consequences, when they asked for the payments of the due amount. As a result, our Company filed a complaint under Section 420, 406, 506 and 34 of the Indian Penal Code. The next hearing date is January 14, 2019 and the case is still pending.

d) Complaint Case No. 78 of 2016 in the matter of M/S Balaji Solutions Private Limited vs M/S Rith Communication

Our Company has filed a Complaint before the Court of Learned Chief Judicial Magistrate at Barasat in terms of Section 156(3) of Cr.P.C. punishable under Section 420, 406 and 506 of Indian Penal Code against the firm namely M/S Rith Communication ("accused"). The accused took various Sony mobiles and accessories from time to time from our Company aggregating to **Rs.44,883/-**(Forty-four Thousand Eight Hundred Eighty-three) along with interest of 18% P.A. Inspite of repeated telephonic reminders, and letters, the accused failed to pay the amount to the company. The accused also threatened the staff of our Company with dire consequences, when they asked for the payments of the due amount. As a result, our Company filed a complaint under Section 420, 406 and 506 of the Indian Penal Code. The next hearing date is January 14, 2019 and the case is still pending.

e) Complaint Case No. CS-156447 of 2014 in the matter of M/S Balaji Solutions Private Limited vs M/S Skylark International Computer

Our Company has filed a complaint against Skylark International Computer on May 16, 2009 in the court of Metropolitan Magistrate, Calcutta. Presently the case is not allocated to any court.

f) Complaint Case No. CS-66161 of 2014 in the matter of M/S Balaji Solutions Private Limited vs M/S Uni-Com and Shri Dhruba Chakaraborty

Our Company has filed a complaint against M/S Uni-Com and Shri Dhruba Chakaraborty on February 01, 2007 in the court of Metropolitan Magistrate, Calcutta. The Matter was last scheduled on August 01, 2018 for E/R of Warrant. And now it is scheduled for December 19, 2018 for the same purpose.

Civil Proceedings

Our Company has filed the following cases under section 138 read with Section 141 & 142 of the Negotiable Instruments Act,1881 which are still pending at various jurisdictions:

Amount (In Rs.)

Sr. No.	Courts	Date of Filing	Details	Amount
1.	Metropolitan Magistrate Court, Calcutta	August 18, 2017	M/s Sharad Electronics	24,68,793
2.	Metropolitan Magistrate Court, Calcutta	August 18, 2017	M/s. SSN Enterprises	47,238
3.	Metropolitan Magistrate Court, Calcutta	June 08, 2018	M/s. Shri Balaji Enterprises	91,615
4.	Metropolitan Magistrate Court, Calcutta	May 10, 2018	M/S Electromech	3,96,453
5.	Chief Judicial Magistrates Court, Puducherry	February 01, 2015	Ms. Sakthi Info Tech	13,33,425
6.	Special Metropolitan Magistrate, Jaipur	May 22, 2014	M/s. City Computer	5,52,656
Total				**64,16,389**

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax Liabilities

Income Tax

RAJENDRA SEKSARIA

Assessment Year 2017-18

Deputy Commissioner of Income Tax, CPC, Bengaluru (hereinafter referred as "Assessing Officer") has issued a communication bearing reference number CPC/1718/G21/1809884967 dated May 31, 2018 for the Assessment Year 2017-18 to Rajendra Seksaria for incorrect claim under section 143(1)(a)(ii) whereby the amount entered in Schedule SI are inconsistent with the corresponding amounts entered in Schedule CG / Schedule OS

As per the income tax website, there is an e-proceeding u/s 143(1)(a) of the IT Act which is stated to be open. . The matter is still pending before the Authorities.

Indirect Taxes Liabilities

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

Rajendra Seksaria is Promoter as well as Director of our Company. For litigations pertaining to him kindly refer the head 'Litigation involving Director/s of our Company'.

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

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

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANIES

LITIGATIONS AGAINST OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax Liabilities

Nil

Indirect Taxes Liabilities

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

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

Nil

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

Nil

LITIGATIONS FILED BY OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS AGAINST OUR SUBSIDIARY COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Subsidiary Companies

Nil

Proceedings initiated against our Subsidiary Companies for Economic Offences/securities laws/ or any other law

Nil

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

Nil

Adverse finding against Subsidiary Companies for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR SUBSIDIARY COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 178 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of March 31, 2018, our Company had 53 creditors, to whom a total amount of Rs. 5,579.57 lakhs were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated August 8, 2018, considered creditors to whom the amount due exceeds Rs. 10.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors.

Based on the above, the following are the material creditors of our Company.

Sr. No.	Creditors	Amount (Rs. in Lakhs)
1.	Toshiba Electronic Components Taiwan Corporation	1980.91
2.	Dell India Pvt Ltd	1587.21
3.	Lenovo India Pvt Ltd	1051.58
4.	Samsung India Electronics Pvt Ltd	509.97
5.	Cyber Power Systems Inc	154.95
6.	Maxpac Technology Co. Pvt Ltd	88.39
7.	Silizon Technologies LLP	45.13
8.	Wuzhou Dafa Electronic Technology Co. Ltd	39.51
9.	Asus Global Pte Ltd	24.65
10.	Adata Technology Co. Ltd	22.79
11.	Pure Toners & developers Pvt Ltd	17.59
12.	Malik Chand Krishnan Lal	12.45
13.	Devi Karam Associates	11.94
Total		**5,547.07**

Further, none of our creditors have been identified as micro enterprises and small-scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.balajisolutions.in.

Information provided on the website of our Company is not a part of this Draft Red-Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.balajisolutions.in, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of I.T hardware distribution, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled "*Key Industry Regulations and Policies*" on page 138 of this Draft Red Herring Prospectus.

The Company has its business located at:

Registered Office: Room No. 902, 9th Floor, New Town Rajarhat, Eco Space Business Park, Unit 4B, Kolkata - 700 156, West Bengal

Branch Offices:

Regions	Locations where offices are situated
East	Kolkata, Siliguri, Ranchi, Guwahati, Bhubaneshwar, Patna, Agartala
West	Ahmedabad, Indore, Jabalpur, Raipur, Nagpur, Pune, Mumbai
North	New Delhi, West Delhi, Gurgaon, Jaipur, Bikaner, Ludhiana, Ghaziabad, Faridabad, Lucknow, Varanasi, Chandigarh, Jammu, Bhatinda, Dehradun
South	Chennai, Madurai, Coimbatore, Cochin, Bangalore, Secunderabad, Vijayawada, Visakhapatnam, Pondicherry.

Warehouses:

Sr no.	States	Address
1.	Maharashtra	Sagar Complex, F-1 Building, Gala Number-03/04/05/06, Opposite HP(Sai) Petrol Pump, Mumbai-Nasik Highway, Owali Village, District-Thane, Bhiwandi - 421 302, Maharashtra
2.	Tamil Nadu	Plot No. 101/1, Madhavaram Redchill High Road, Vadaperumbakkam, Chennai – 600 060, Tamil Nadu
3.	West Bengal	Anmol South City Infra Park, Plot No. B4 & B5, Mouza Jagadishpur, P.S Liluah, District Howrah -711 205, West Bengal

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 08, 2018, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on September 03, 2018 authorized the Issue.

In- principle approval from the Stock Exchange

We have received in-principle approval from the BSE for the listing of our Equity Shares pursuant to letter dated [●] bearing reference no. [●].

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated May 24, 2018 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Karvy Computershare Pvt Ltd for the dematerialization of its shares.

2. Similarly, the Company has also entered into an agreement dated April 20, 2018 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Karvy Computershare Pvt Ltd for the dematerialization of its shares.

3. The Company's International Securities Identification Number ("ISIN") is INE00EW01015.

Lenders Consent

Our company has received NOC from the following lenders for Initial Public Offer:

1. HDFC Bank Limited
2. Emar Fiscal Services Private Limited
3. Chetak Agencies Private Limited
4. Alert Consultants & Credit Private Limited
5. Axis Bank Limited
6. TATA Capital Financial Services Limited
7. Alco Infotech Private Limited
8. Shatakshi Mudra Investment Private Limited
9. Maroo Finance Private Limited
10. Pleasent Niryat Private Limited
11. Visu Leasing and Finance Private Limited
12. Subhaxmi Agency Private Limited
13. Kokila Suppliers Private Limited
14. Venkatesh International Exim Private Limited

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated February 19, 2001 issued by the Registrar of Companies, West Bengal, in the name of "BALAJI SOLUTIONS PRIVATE LIMITED".

2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on March 28, 2008 by the Registrar of Companies, West Bengal in the name of "BALAJI SOLUTIONS LIMITED".

3. Fresh Certificate of Incorporation Consequent upon Conversion from Public Company to Private Company dated March 20, 2013 issued by the Registrar of Companies, West Bengal, in the name of "BALAJI SOLUTIONS PRIVATE LIMITED".

4. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company issued on August 07, 2018 by the Registrar of Companies, West Bengal in the name of "BALAJI SOLUTIONS LIMITED".

5. The Corporate Identification Number (CIN) of the Company is U72900WB2001PLC092912.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

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

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1.	Certificate of Importer-Exporter Code (IEC)	Foreign Trade Development Officer, Ministry of Commerce and Industry, Government of India	0206021674	August 30, 2017	In case of change in name/address or constitution of IEC holder, the IEC holder shall cease to be eligible to Import or Export against the IEC after the expiry of 90 days from the date of such a change unless in the meantime, the consequential changes are effected in the IEC by the concerned licensing authority.

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AABCB7810R	February 19, 2001	Perpetual
2.	Tax Deduction Account Number (TAN)	Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India	CALB04929B	June 21, 2013	Perpetual
3.	Goods and Service Tax Identification Number (GSTIN)	Government of West Bengal and Government of India	19AABCB7810R1Z6	September 20, 2017	NA
4.	Goods and Service Tax Identification Number (GSTIN) (INPUT SERVICE DISTRIBUTOR)	Government of West Bengal and Government of India	19AABCB7810R2Z5	July 26, 2017	NA
5.	Goods and Service Tax Identification Number (GSTIN)	Government of Jharkhand and Government of India	20AABCB7810R1ZN	September 15, 2017	NA
6.	Goods and Service Tax Identification Number (GSTIN)	Government of Odisha and Government of India	21AABCB7810R1ZL	July 01, 2017	NA
7.	Goods and Service Tax Identification Number (GSTIN)	Government of Chhattisgarh and Government of India	22AABCB7810R1ZJ	July 01, 2017	NA
8.	Goods and Service Tax Identification Number (GSTIN)	Government of Assam and Government of India	18AABCB7810R1Z8	July 01, 2017	NA
9.	Goods and Service Tax Identification Number (GSTIN)	Government of Bihar and Government of India	10AABCB7810R2ZN	September 20, 2017	NA
10.	Goods and Service Tax Identification Number (GSTIN)	Government of Tripura and Government of India	16AABCB7810R1ZC	July 01, 2017	NA
11.	Goods and Service Tax Identification Number (GSTIN)	Government of Maharashtra and Government of India	27AABCB7810R1Z9	October 28, 2017	NA
12.	Goods and Service Tax Identification Number (GSTIN)	Government of Rajasthan and Government of India	08AABCB7810R1Z9	September 20, 2017	NA
13.	Goods and Service Tax Identification Number (GSTIN)	Government of Gujarat and Government of India	24AABCB7810R1ZF	July 01, 2017	NA
14.	Goods and Service Tax Identification Number (GSTIN)	Government of New Delhi and Government of India	07AABCB7810R1ZB	September 18, 2017	NA
15.	Goods and Service Tax Identification Number (GSTIN)	Government of Haryana and Government of India	06AABCB7810R1ZD	July 01, 2017	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
16.	Goods and Service Tax Identification Number (GSTIN)	Government of Madhya Pradesh and Government of India	23AABCB7810R1ZH	July 01, 2017	NA
17.	Goods and Service Tax Identification Number (GSTIN)	Government of Punjab and Government of India	03AABCB7810R1ZJ	September 20, 2017	NA
18.	Goods and Service Tax Identification Number (GSTIN)	Government of Uttar Pradesh and Government of India	09AABCB7810R1Z7	September 21, 2017	NA
19.	Goods and Service Tax Identification Number (GSTIN)	Government of Punjab and Government of India	04AABCB7810R1ZH	July 01, 2017	NA
20.	Goods and Service Tax Identification Number (GSTIN)	Government of Jammu & Kashmir and Government of India	01AABCB7810R1ZN	July 08, 2017	NA
21.	Goods and Service Tax Identification Number (GSTIN)	Government of Uttarakhand and Government of India	05AABCB7810R1ZF	September 20, 2017	NA
22.	Goods and Service Tax Identification Number (GSTIN)	Government of Tamil Nadu and Government of India	33AABCB7810R1ZG	July 01, 2017	NA
23.	Goods and Service Tax Identification Number (GSTIN)	Government of Kerala and Government of India	32AABCB7810R1ZI	July 01, 2017	NA
24.	Goods and Service Tax Identification Number (GSTIN)	Government of Karnataka and Government of India	29AABCB7810R1Z5	September 20, 2017	NA
25.	Goods and Service Tax Identification Number (GSTIN)/	Government of Andhra Pradesh and Government of India	37AABCB7810R1Z8	July 01, 2017	NA
26.	Goods and Service Tax Identification Number (GSTIN)	Government of Puducherry and Government of India	34AABCB7810R1ZE	July 01, 2017	NA
27.	Certificate of Registration (under Tripura Value Added Tax Act, 2004 read with Rule 12 of The Tripura Value Added Tax Rules, 2005	Superintendent of taxes Government of Tripura	16052340040	June 15, 2010	NA
28.	Certificate of Registration (under Gujarat Value Added Tax Act,2003 read with Rule 6 of the Gujarat Value Added Tax Rules, 2006	Assistant Commissioner of Commercial Tax	24073606940	May 23, 2011	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
29.	Certificate of Registration (under Andhra Pradesh Value Added Tax Act, 2005 read with Rule 12 of the Andhra Pradesh Value Added Tax Rules, 2005)	Central Registration Unit Government of Andhra Pradesh.	28684526418	June 01, 2011	NA
30.	Certificate of Registration (under Kerala Value Added Tax Act, 2003 read with Rule 17(14) of the Kerala Value Added Tax Rules, 2005)	Commercial Tax Officer	32071113358	April 03, 2013	March 31,2016
31.	Certificate of Registration (under West Bengal Value Added Tax Act, 2003 read with Rule 6 of the West Bengal Value Added Tax Rules, 2005)	Assistant Commissioner Commercial Tax	19541207072	May 10, 2007	NA
32.	Certificate of Registration (under Jharkhand Value Added Tax Act, 2005 read with Rule 6 of the Jharkhand Value Added Tax Rules, 2006)	Assistant Commissioner Commercial Tax	20550405839	June 28, 2008	NA
33.	Certificate of Registration (under Chhattisgarh Value Added Tax Act, 2003 read with Rule 12 of the Chhattisgarh Value Added Tax Rules, 2006)	Department, Government of Chhattisgarh.	22471405011	August 05, 2008	NA
34.	Certificate of Registration (under Uttarakhand Value Added Tax Act, 2005 read with Rule 9 of the Uttarakhand Value Added Tax Rules, 2005)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Uttarakhand.	05012838266	February 20, 2013	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
35.	Certificate of Registration (under Punjab Value Added Tax Act, 2005 read with Rule 5 of the Punjab Value Added Tax Rules, 2005)	Government of Ludhiana	03812055571	December 05, 2008	NA
36.	Certificate of Registration (under Himachal Pradesh Value Added Tax Act, 2005 read with Rule 5 of the Himachal Pradesh Value Added Tax Rules, 2005)	Excise & taxation Officer	02020600969	June 25, 2013	NA
37.	Certificate of Registration (under Delhi Value Added Tax Act, 2004 read with Rule 14 of the Delhi Value Added Tax Rules, 2005)	Value Added Tax officer	07670330534	August 02, 2007	NA
38.	Certificate of Registration (under Jammu & Kashmir Value Added Tax Act, 2005 read with Rule 12 of the Jammu & Kashmir Value Added Tax Rules, 2005)	Government of Jammu & Kashmir	01251051865	December 01, 2012	NA
39.	Certificate of Registration (under Punjab Value Added Tax Act, 2005 read with Rule 5 of the Punjab Value Added Tax Rules, 2005)	Government of Punjab.	04450035388	July 02, 2010	NA
40.	Certificate of Registration (under Orissa Value Added Tax Act, 2004 read with Rule 18 and 19 of the Orissa Value Added Tax Rules, 2005)	Assistant Commissioner of Sales tax	21771121574	July 02, 2008	NA
41.	Certificate of Registration	Government of Maharashtra.	27400685809V	December 12, 2008	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Maharashtra Value Added Tax Act, 2002 read with Rule 9 of the Maharashtra Value Added Tax Rules, 2005)				
42.	Certificate of Registration (under Puducherry Value Added Tax Act, 2007 read with Rule 7(1) & Rule 7(3) of the Puducherry Value Added Tax Rules, 2007)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Puducherry.	34510017400	November 23, 2012	NA
43.	Certificate of Registration (under Rajasthan Value Added Tax Act, 2003 read with Rule 14 and 15 of the Rajasthan Value Added Tax Rules, 2006)	Commercial Tax Officer	08624152830	January 01, 2010	NA
44.	Certificate of Registration (under Bihar Value Added Tax Act, 2005 read with Rule 3 of the Bihar Value Added Tax Rules, 2005)	Deputy Commissioner of Commercial Taxes	10145670060	May 02, 2011	NA
45.	Certificate of Registration (under Assam Value Added Tax Act, 2003 read with Rule 13 of the Assam Value Added Tax Rules, 2005)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Assam.	18520100739	August 1, 2008	NA
46.	Certificate of Registration (under Uttar Pradesh Value Added Tax Act, 2007 read with Rule 32 of the Uttar Pradesh Value Added Tax Rules, 2007)	Registering Authority	09750009408	March 25, 2009	NA
47.	Certificate of Registration Central Sales Tax	Assistant Commercial Tax Officer, Commercial Tax Department,	05012838266	February 20, 2013	Perpetual

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Government of Uttarakhand.			
48.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Superintendent of tax	16052340242	June 15, 2010	Perpetual
49.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Assistant Commissioner of tax	18129927724	August 01, 2008	Perpetual
50.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Deputy Commissioner of Commercial Taxes	10145194176	May 02, 2011	Perpetual
51.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Commercial Tax officer Government of Rajasthan	08624152830	January 08, 2010	Perpetual
52.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Commercial Tax Officer, Commercial Tax Department, Government of Puducherry.	34510017400	November 23, 2012	Perpetual
53.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Sales Tax Officer Mumbai	27400685809C	December 12, 2008	Perpetual
54.	Certificate of Registration Central Sales Tax	Government of union Territory of Chandigarh	04450035388	July 02, 2010	Perpetual

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)				
55.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Assessing Authority Commercial Taxes	01251051865	December 01, 2012	Perpetual
56.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Assistant Commercial Tax	21771121574	July 02, 2008	Perpetual
57.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Value Added Tax Officer	07670330534	October 29, 2007	Perpetual
58.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Himachal Pradesh Excise and Taxation Department Excise & Taxation Officer	02020600969	July 03, 2013	Perpetual
59.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Government of Punjab.	03812055571	December 05, 2008	Perpetual
60.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Government of Chhattisgarh.	22471405011	August 05, 2008	Perpetual
61.	Certificate of Registration Central Sales Tax	Government of Jharkhand.	20550405839	March 28, 2008	Perpetual

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)				
62.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of West Bengal.	19541207266	April 01, 2008	Perpetual
63.	Certificate of Registration Central Sales Tax (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Gujarat Commercial Tax	24573606940	May 23, 2011	Perpetual
64.	Professional Tax Enrollment Certificate (PTEC) (under section 5 of West Bengal State Professional Tax, Act, 1979)	Profession Tax Officer, Department of Sales Tax Government of West Bengal	192012579902	June 18, 2018	April 30, 2019
65.	Professional Tax Registration Certificate (PTRC) (under section 5 of West Bengal State Professional Tax, Act, 1979)	Profession Tax Officer, Department of Sales Tax Government of West Bengal	191002879160	June 18, 2018	April 30, 2019
66.	Professional Tax Enrollment Certificate (PTEC) (under section 5 of Bihar tax Professional Tax, Act, 2011)	Profession Tax Officer, Department of Sales Tax Government of Bihar	10AABCB7810R	December 10, 2011 w.e.f September 01, 2011	Perpetual
67.	Professional Tax Registration Certificate (PTRC) (under section 5 of Bihar tax on Professional Tax, Act, 2011)	Profession Tax Officer, Department of Sales Tax Government of Bihar	10AABCB7810R	December 10, 2011	Perpetual
68.	Professional Tax Enrolment Certificate (PTEC) (under section 6 of Odisha State Professional Tax, Act, 2000)	Profession Tax Officer, Department of Sales Tax Government of Odisha	21771121574	August 08, 2014	Perpetual

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
69.	Professional Tax Enrollment Certificate (PTEC) (under section 6 of Andhra Pradesh State Professional Tax, Act, 1987)	Profession Tax Officer, Department of Sales Tax Government of Andhra Pradesh	37180713103135	July 16, 2018	Applied
70.	Professional Tax Enrollment Certificate (PTEC) (under section 5 of Karnataka Professional Tax, Act, 1976)	Profession Tax Officer, Department of Sales Tax Government of Karnataka	Application Acknowledgement No.-38252978	Date of filing the application-May 09,2-17	Perpetual

LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and rules made thereunder)	Employees Provident Fund Organisation, Ministry of Labour, Government of India	WB/CA/40840/899(1)	December 18, 2003
2.	Registration for Employees State Insurance (under Employees State Insurance Act, 1948 and rules made thereunder)	Employees State Insurance Corporation	41-28941-102	September 18, 2003

ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Extended Producer Responsibility Authorisation	Additional Director, & Divisional Head, WM-III Division Central Pollution Control Board	B-29016 (156A)/(EPR)/17WM-III Division	August 28, 2017	5 years from the date of issue

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS TRADEMARKS

Sr No.	Trademark	Trademark type	Class	Applicant	Application No.	Date of Application	Registration Status
1	foxin™	DEVICE	9	Balaji Solutions Private Limited	2961439	May 12, 2015	Accepted and Advertised

2		DEVICE	9	Balaji Solutions Private Limited	1467621	July 6, 2006 and renewed for another 10 years from July 6, 2016 to July 6, 2026	Registered

Our Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

DOMAIN NAME DETAILS

S. No.	Domain Name and ID	Registrar IANA ID	Creation Date	Registration Expiry Date
1.	www.balajisolutions.in Domain ID-D2473174-AFIN	801217	February 28, 2007	February 28, 2027
2.	www.foxin.in Domain ID-D2613525-AFIN	800140	September 28, 2007	September 28, 2022

PENDING APPROVALS:

- Application for change of name of all the above-mentioned approvals is not made by the Company yet due to the recent conversion into a Public Company.
- Company has applied for the Professional Tax Enrolment Certificate (PTEC) for the state Andhra Pradesh
- Company has applied for the Professional Tax Registration Certificate (PTEC) for the state Karnataka

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

- NIL.

MATERIAL LICENSES/ APPROVALS REQUIRED FOR PROPOSED MANUFACTUIRING FACILITY

Our Company needs to obtain following approvals for the proposed activities as contained in the chapter titled "*Objects of the Issue*" beginning on page 92 of this Draft Red Herring Prospectus but is yet to apply for the same.

- Copy of consent to establish/ operate under Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and Section 21(4) of Air (Prevention & Control of Pollution) Act, 1981 nad Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008, framed under the Environmental (Protection) Act, 1986
- Factory License under Factories Act, 1948
- No objection certificate from Fire Department
- Approval of Lift installation
- Approval for new water connection
- Approval for sewer connection
- Approval from Electricity Board
- Generator permission certificate
- Building completion certificate
- Addition of the new place in GST certificate

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue in terms of this Draft Red Herring Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated August 08, 2018 and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated September 03, 2018 under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the BSE SME for using its name in the Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus pursuant to an approval letter dated [●] from BSE is the Designated Stock Exchange.

Prohibition by SEBI or other governmental authorities

Neither Company, nor our Directors, our Promoter or the relatives (as defined under the Companies Act) of Promoter, our Promoter Group, and our Group Companies have been declared as willful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

Neither our Promoter, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

None of our Directors are associated with the securities market in any manner.

Prohibition by RBI

Neither our Company, nor our Promoter, 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 chapter titled "*Outstanding Litigations and Material Developments*" beginning on page 198 of the Draft Red Herring Prospectus.

Eligibility for the Offers

Our Company is eligible for the Issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital exceeds Rs. 1,000 lakhs but does not exceed Rs. 2,500 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue is 100% underwritten and that the BRLMs to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled *"General Information"* beginning on page 59 of the Draft Red Herring Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed this Offer document with SEBI nor has SEBI issued any observations on our Draft Red Herring Prospectus. Also, we shall ensure that our Book Running Lead Managers submit the copy of the Red Herring Prospectus/ Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Red Herring Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Book Running Lead Managers and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this issue on the SME Platform of BSE or till the date of migration to Main Board in terms of Regulation 106(U) of the SEBI (ICDR) Regulartions. For further details of the arrangement of market making please refer to chapter titled "*General Information*" beginning on page 59 and details of the Market Making Arrangements for this please refer to chapter titled "*The Issue"* beginning on page 57 of the Draft Red Herring Prospectus.
5. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.
6. The Company has Positive Net worth as per the latest audited financial results i.e. Rs. 4184.43 Lakhs.
7. The Company has a track record of last three (3) years, as on the date of filling of the Draft Red Herring Prospectus.
8. The Company has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the date of filing of this Draft Red Herring Prospectus.
9. The Networth and Cash Accruals of the Company for the years ended March 31, 2018, 2017 and 2016 as per the restated standalone financial statements for the year ended March 31, 2018 are as set forth below: -

(Rs. In lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Net Worth*	4184.43	2832.32	1860.34
Cash Accruals**	1,736.80	1,565.12	647.78

** "Net Worth" has been defined as the aggregate of the paid-up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any*

*** "Cash Accruals" has been defined as the Earnings before depreciation and tax from operation*

10. The track record of the Company as per the Standalone Restated financial statements for the financial year ended March 31, 2018, 2017 and 2016 is as set forth below:

(Rs. In Lakhs)

Particulars	For the financial year ended 31st March		
	2016	2017	2018
Profit/Loss	402.76	971.99	1097.10

11. The Company has a website www.balajisolutions.in
12. Our Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depositary Services Limited (CDSL) dated May 24, 2018 and National Securities Depository Limited dated April 20, 2018 for establishing connectivity.
13. There have been no changes in the promoter(s) of the Company in the preceding one year from date of filling the application to BSE for listing under SME segment.
14. The Company has not been referred to Board for Industrial and Financial Reconstruction.
15. No petition for winding up is admitted by a court of competent jurisdiction against the Company.
16. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

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, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER 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 OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGERS, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED AND GRETEX CORPORATE SERVICES PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED AND GRETEX CORPORATE SERVICES PRIVATE LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS WILL FURNISH TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE RED HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE.

"WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGERS 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, CIVIL LITIGATIONS, AND DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING 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 DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/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 DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELLINFORMED 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 DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS-*NOTED FOR COMPLIANCE.*

WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.- *NOTED FOR COMPLIANCE*

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 PROMOTER CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. - *NOTED FOR COMPLIANCE*

WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS" CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'SCONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE.

WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. - *COMPLIED TO THE EXTENT APPLICABLE.*

WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT RED HERRING 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 THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013 EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALISED FORM ONLY.

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 WELLINFORMED DECISION.

WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:

A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. -*NOTED FOR COMPLIANCE.*

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, PROMOTER 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 DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. -*NOTED FOR COMPLIANCE.*

WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015-DETAILS ARE ENCLOSED IN "ANNEXURE A".

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 WI TH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKERS IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE:

1. **WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
2. **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.- *NOTED FOR COMPLIANCE***
3. **WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.- *NOTED FOR COMPLIANCE.***
4. **WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER-*COMPLIED***
5. **WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS.**
6. **WE CONFIRM THAT UNDERWRITING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. - *NOTED FOR COMPLIANCE***
7. **WE CONFIRM THAT MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF**

CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE: ***NOTED FOR COMPLIANCE***

Note:

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Managers any irregularities or lapses in the Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Kolkata, West Bengal, in terms of Section 26, 30, 32 and 33 of the Companies Act, 2013.

Disclaimer Statement from our Company and the Book Running Lead Managers.

Our Company, Our Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than those contained in the Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.balajisolutions.in would be doing so at his or her own risk.

Caution

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the MOU/ Issue Agreement entered between the Book Running Lead Managers and our Company on September 10, 2018 and the Underwriting Agreement dated [●] entered into between the Underwriter, the BRLMs and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, Book Running Lead Managers and our Company.

All information shall be made available by our Company and the Book Running Lead Managers 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 Book Running Lead Managers and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited and Gretex Corporate Services Private Limited is not an 'associate' of the Company and is eligible to Book Running Lead Managers this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Price Information and the track record of the past issues handled by the Book Running Lead Managers

For details regarding the price information and track record of the past issue handled by M/s. Gretex Corporate Services Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer Annexure A to this Draft Red Herring Prospectus and the website of the Book Running Lead Managers at www.pantomathgroup.com and www.gretexcorporate.com

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are 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, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs 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 Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs.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 Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra 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, except that the Draft Red Herring Prospectus has been filed with SME Platform of BSE Limited for its observations and BSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Draft Red Herring 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 Red Herring 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.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the SME Platform of BSE Limited

BSE Limited ("BSE") has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Ltd does not in any manner: -

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document or
b. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
c. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever

Filing

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 106(M)(3). However, a copy of the Red Herring Prospectus and Prospectus will be filed with SEBI at SEBI Regional Office, Eastern Regional Office, L&T Chambers, 3rd Floor, 16, Camac Street, Kolkata-700 017, West Bengal, India. A copy of both, the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 26 and 32 of the Companies Act, 2013 will be delivered to the ROC situated at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C. Bose Road, Kolkata-700 020.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE Limited. However, application will be made to SME Platform of BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE Limited has given its in-principle approval for using its name in our Draft Red Herring Prospectus *vide* its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by The SME Platform of BSE Limited our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at The SME Platform of BSE Limited mentioned above are taken within six Working Days from the Issue Closing Date

Consents

Consents in writing of (a) Our Directors, Promoter, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Key Managerial Personnel, Peer Reviewed Auditor, Banker(s) to the Company; (b) Book Running Lead Managers, Underwriter, Market Maker, Registrar to the Issue, Public Issue Banker/Refund Banker, Legal Advisor to the Issue, Syndicate members to the Issue to act in their respective capacities shall be obtained as required under section 26 and section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus / Prospectus for registration with the ROC. Our Peer Reviewed Auditor has given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and Prospectus for filing with the ROC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, Gupta Agarwal and Associates. Chartered Accountants, Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "*Statement of Possible Tax Benefits"* relating to the possible tax benefits and restated financial statements as included in the Draft Red Herring 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 Red Herring Prospectus.

Expert to the Issue

Except as stated below, our Company has not obtained any expert opinions:

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for financial year ended on March 31, 2018, 2017, 2016, 2015 and 2014 of our Company.

Expenses to the Issue

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "*Objects of the Issue*" beginning on page 92 of this Draft Red Herring Prospectus.

Details of Fees Payable

Fees Payable to the Book Running Lead Managers

The total fees payable to the Book Running Lead Managers will be as per the Mandate Letter issued by our Company to the Book Running Lead Managers, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 10, 2018 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the

Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

Underwriting Commission, Brokerage and Selling Commission

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriter. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013

Previous rights and Public issues since the Incorporation

We have not made any previous rights and/or public issues since incorporation, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

Previous Issues of Shares otherwise than for cash

Except as stated in the chapter titled "*Capital Structure"* beginning on page 69 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage on previous issues

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

Particulars in regard to our Company and other Listed Companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 which made any capital issue during the last three years

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

Promise versus Performance for our Company

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Outstanding Debentures, Bonds, Redeemable Preference Shares and other instruments issued by our Company

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Stock market data for our equity shares

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated

Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants. Anchor investors are required to address all grievances in relation to the issue to the BRLMs.

Disposal of Investor Grievances by our Company

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on September 04, 2018. For further details, please refer to the chapter titled "*Our Management*" beginning on page 155 of this Draft Red Herring Prospectus.

Our Company has appointed Mr. Sanjay Bajaj as Company Secretary and Compliance Officer and he may be contacted at the following address:

Mr. Sanjay Bajaj
Balaji Solutions Limited
Unit No. 4B, Eco Space Business Park, New Town
Rajarhat, 9th Floor, Room No.-902, Kolkata-700 156, West Bengal
Tel: 033 - 4030 9000
Fax: NA
Email: Sanjay.b@balajisolutions.in
Website: www.balajisolutions.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

Changes in auditors during the last three financial years

There have been no changes in the statutory auditors of our Company in the last three financial years, except that M/s. Kedia Dhandharia & Co, Chartered Accountants were appointed as the Statutory Auditors of the Company in place of the existing Statutory Auditors M/s. K.K. Chanani & Associates, Chartered Accountants w.e.f. September 29, 2017, who had resigned from the Company due to completion of tenure.

Capitalisation of reserves or profits

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 69 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

Revaluation of Assets

Our Company has not revalued its assets at any time during the last five years preceding the date of this Draft Red Herring Prospectus.

Purchase of Property

Other than as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "*Our Management*" and "*Related Party Transactions*" beginning on pages 155 and 175 respectively of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION VIII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Abridged Prospectus, Bid cum the Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB the Stock Exchanges, Registrar of Companies, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, FIPB, the Stock Exchanges, the Registrar of Companies and/or any other authorities while granting its approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

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 authorised 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 the Equity Shares

The Equity Shares being issued and transferred pursuant to the issue 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 including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to the section titled "*Main Provisions of Articles of Association"* beginning on page 290 of this Draft Red Herring Prospectus.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 08, 2018 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on September 03, 2018.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations, the Memorandum and Articles of Association, and recommended by the Board of Directors at their discretion and approved by the Shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled *"Dividend Policy"* beginning on page 176 of this Draft Red Herring Prospectus.

Face Value and Issue Price Per Share

The face value of the Equity Shares is Rs. 10 each and the Issue Price at the lower end of Price Band is Rs. [●] per Equity Share and at the higher end of the Price Band is Rs. [●] per Equity Share. The Anchor Investor

Allocation Price is Rs. [●] per Equity Share. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and advertised in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and the Regional newspaper [●], each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance with the disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall also 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 terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc, please refer to the section titled *"Main Provisions of Articles of Association"* beginning on page 290 of this Draft Red Herring Prospectus.

Minimum Application Value; Market Lot and Trading Lot

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

i. Tripartite agreement dated April 20, 2018 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.

ii. Tripartite agreement dated May 24, 2018 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is [●] Equity Shares. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum allotment of [●] 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 issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants.

Minimum Number of Allottees

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be fifty (50) shareholders. In case the minimum number of prospective allottees is less than fifty

(50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

Jurisdictions

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U. S. Securities Act or any state securities laws in the United States and may not be 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 U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdiction where those issues and sales occur.

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

Joint Holders

Where two (2) or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the issue will be made only in dematerialized mode there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the

newspapers in which the pre-issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment and (ii) the final ROC approval of the Prospectus after it is filed with the ROC, if our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an Issue /Issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

BID/ISSUE PROGRAMME

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

Event	Indicative Date
Bid / Issue Opening Date*	[●]
Bid / Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date, the Bids and any revision to the same shall be accepted **between 10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after considering the total number of Bids received up to the closure of timings and reported by the Book Running Lead Managers to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Managers is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Member.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

Minimum Subscription

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

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriter, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000/- (Rupees One Lakh) per application.

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

Market Making

The shares issued and transferred through this issue are proposed to be listed on the SME Platform of BSE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME Platform of BSE. For further details of the market making arrangement please refer to chapter titled "*General Information"* beginning on page 59 of this Draft Red Herring Prospectus.

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 BSE.

As per the extent policy of The Government of India, OCB cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

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 the page 69 of the Draft Red Herring 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 Articles of Association"* beginning on page 290 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring 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.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Issue.

Application by Eligible NRIs, FPI'S, registered with SEBI, VCF'S, AIF'S, Registered with SEBI and QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs, or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Option to receive Equity Shares in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Migration to Main Board

Our Company may migrate to the Main Board of BSE from the SME Platform at a later date subject to the following condition and/or such other conditions as applicable from time to time:

a) If the Paid-up Capital of the Company is likely to increase above Rs. 2,500 Lakhs by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the vote cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the Main Board),Company shall have to apply to BSE for listing our shares on its Main

Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid-up Capital of the Company is more than Rs. 1,000 Lakhs but below Rs. 2,500 Lakhs, our Company may still apply for migration to the Main Board if the Company fulfils the eligible criterial for listing laid down by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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.

Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME platform of BSE has to fulfil following conditions:

a. The increase in post issue face value capital beyond Rs 25 crore should arise only because of merger/acquisition or for expansion purposes.

b.The company should have a minimum turnover of Rs. 100 crore as per last audited financials and market capitalisation of 100 crore.

c.The company should have a minimum profit before tax of Rs 10 crore for two years out of three preceding years.

d.There should not be any action against the company by any regulatory agency at the time of application for migration

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, our post issue face value capital exceeds ten crores rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("***SME Exchange***", in this case being the SME Platform of BSE).For further details regarding the salient features and terms of such this Issue, please refer to chapter titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on pages 230 and 241 respectively of this Draft Red Herring Prospectus.

Initial Public Issue Up to 64,48,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at price of Rs. [●]/- per Equity Share (including a premium of Rs. [●]/- per Equity Share) aggregating up to Rs. [●]. The Issue comprises a reservation of [●] Equity Shares of Rs. [●] each aggregating to Rs. [●] Lakhs for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of up to [●] Equity Shares of Rs.10 each at an Issue Price of Rs. [●]/- per share aggregating to Rs. [●] Lakhs (the Net Issue). The Issue and the Net Issue will constitute [●] % and [●] % respectively of the post issue paid up equity share capital of the company.

The Issue comprises a reservation of up to [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion").

Particulars of the Issue	Qualified Institutional Buyers	Market Maker Reservation Portion	Non-Institutional bidders	Retail Individual Bidders
Number of Equity Shares available for allocation/allotment	Up to [●]*Equity Shares	Up to [●]*Equity Shares	[●]*Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Retail Individual Bidders.	[●]*Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Issue Size available for allocation/allotment	Not more than 50% of the Net Issue size shall be available for allocation to QIBs. However, 5% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60% of the QIB Portion may be available for allocation to Anchor Investors and one-third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only**	[●] % of the Total Issue Size	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue.
	Proportionate as follows (excluding the Anchor Investor Portion: - a) up to [●] Equity Shares, shall be	Firm Allotment	Proportionate	Proportionate subject to minimum allotment of [●] equity shares and further allotment in multiples of [●]

Particulars of the Issue	Qualified Institutional Buyers	Market Maker Reservation Portion	Non-Institutional bidders	Retail Individual Bidders
Basis of Allotment/ Allocation if respective category is oversubscribed	available for allocation on a proportionate basis to Mutual Funds only and; b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors. For further details, please refer to the section titled "*Issue Procedure*" beginning on page 241 of the Draft Red Herring Prospectus.			equity shares each. For further details please refer to the section titled "*Issue Procedure*" beginning on page 241 of the Draft Red Herring Prospectus.
Mode Bid cum Application	Online or physical through ASBA Process Only (except Anchor Investor portion)	Through ASBA Process Only	Through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in Dematerialized mode.	Compulsorily in Dematerialized mode.	Compulsorily in Dematerialized mode.	Compulsorily in Dematerialized mode.
Minimum Bid Size	Such number of Equity Shares in multiples of [●] Equity Shares thereafter such that the Bid Amount exceeds Rs. 2,00,000.	[●] Equity Shares of Face Value Rs.10.00	Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds Rs. 2,00,000.	[●] Equity Shares of Face Value Rs.10.00
Maximum Bid Size	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to the regulations as applicable to the Bidder.	[●] Equity Shares of Face Value Rs.10.00	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to the regulations as applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds Rs. 2,00,000.
Trading Lot	[●] Equity Shares and in multiples thereof	[●] Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.

Particulars of the Issue	Qualified Institutional Buyers	Market Maker Reservation Portion	Non-Institutional bidders	Retail Individual Bidders
		the SEBI (ICDR) Regulations, 2009.		
Terms of Payment	The entire amount shall be blocked at the time of submission of Bid cum Application Form to the members of the syndicate. (other than anchor investor portion) In case of ASBA Bidders, the SCSBs shall be authorized to block the Bid amount mentioned in the Bid Cum Application Form. (other than anchor investor portion)			

1. **In the event of over-subscription, Allotment shall be made on a proportionate basis, subject to valid bids received at or above the Issue price.*

2. ***Our Company, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. 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 Anchor Investor Price. Anchor Investor shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid. Provided that any difference between the Issue Price and Anchor Investor Allocation Price, shall be payable by Anchor Investor Pay-in Date. For further details please refer to the section titled "Issue Procedure" beginning on page 241 of the Draft Red Herring Prospectus;*

3. *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

4. *The QIB Portion includes Anchor Investor Portion, as per the SEBI ICDR Regulations. Anchor Investor shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid. Provided that any difference between the Issue Price and Anchor Investor Allocation Price, shall be payable by Anchor Investor Pay-in Date*

5. *In terms of Rule 19(2)(b)(i) of the SCRR read with Regulation 41 of the SEBI (ICDR) Regulations, this is an Issue for at least 25% of the post- issue paid-up Equity Share capital of our Company. This Issue is being made through the Book Building Process, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. Further not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.*

6. *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

Withdrawal of the Issue

Our Company in consultation with the BRLMs, reserve the right not to proceed with this Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Managers through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. (iii) In case, our Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange. In terms of the SEBI Regulations, non-retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

Bid/ Issue Programme

Event	Indicative Date
Bid / Issue Opening Date*	[●]
Bid / Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

*Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor investor Bid/Issue period shall be one working day prior to the Bid/Issue opening date in accordance with the SEBI Regulations

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Bidders should review the General Information Document for investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document"), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under ***"Part B – General Information Document****", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Please note that all the Bidders can participate in the Issue only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.

Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by Bombay Stock Exchange. to act as intermediaries for submitting Bid cum Application Forms are provided on http://www.bseindia.com For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned BSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application Forms.

PART A

Book Building Procedure

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation to Qualified Institutional Buyers on a proportionate basis provided that Our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI Regulation. 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), Securities Contracts (Regulation) Act, 1956, and the SEBI (ICDR) Regulations. The General In the Book Building Process, in accordance with chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended the (SEBI ICDR Regulations) wherein not more than 50 % of the Net Issue will be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Category"), 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to the valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialized form. The Bid cum Application Forms which do not have the details of the Bidder's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders 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.

Bid Cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the BRLMs.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide bank account details and authorization to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians / NRI's applying on a non-repatriation basis	White
Non-Residents including eligible NRI's, FPIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue
Anchor Investors (Where Applicable) & Bidders applying in the reserved category**	As prescribed by the Issuer

**excluding electronic Bid cum Application Form.*
***Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

Applicants shall only use the specified Application Form for the purpose of making an application in terms of this Draft Red Herring Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSBs at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the Application Collecting Intermediaries.

1. An SCSB, with whom the bank account to be blocked, is maintained;
2. A syndicate member (or sub-syndicate member);
3. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker");
4. A depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity); and
5. A Registrar to An Issue and Share Transfer Agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity).

The aforementioned intermediaries shall, at the time of receipt of application, give an acknowledgement to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to the 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 the Application Collecting Intermediaries, the Applicants are deemed to have authorized our Company to make necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

Who can Bid?

In addition to the category of Bidders as set forth under ***"General Information Document for Investing in Public Issue",*** the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other that Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non-Institutional Investors (NIIs) category;
- Scientific and/or industrial research organization authorized in India to invest in the Equity Shares; and
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

Maximum and Minimum Application Size

1. **For Retail Individual Bidders**

   The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000.

2. **For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Bid cum Application must be for a minimum of such number of Equity Shares that the Bid Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid. The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Information for the Bidders

a) Our Company shall file the Red Herring Prospectus with the RoC at least three working days before the Bid / Issue Opening Date.

b) Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Issue advertisement, our Company and the Book Running Lead Managers shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.

c) The Price Band as decided by our Company in consultation with the Book Running Lead Managers is Rs. [●] per Equity Share. The Floor Price of Equity Shares is Rs. [●] per Equity Share and the Cap Price is Rs. [●] per Equity Share and the minimum bid lot is of [●] Equity Shares. Our Company shall also announce the Price Band at least five Working Days before the Issue Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.

d) This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchanges where the Equity Shares are proposed to be listed and shall also be pre-filled in the Bid cum Application Forms available on the websites of the stock exchanges.

e) The Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Issue Period shall be extended, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days. The revised Price Band and Issue Period will be widely disseminated by notification to the SCSBs and Stock Exchanges, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the members of the Syndicate.

The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.

Option to subscribe in the Issue

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares shall be in dematerialized form only. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single Bid cum application from any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/ her/ it under the relevant regulations/ statutory guidelines and applicable law.

Availability of Red Herring Prospectus and Bid Cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Participation by associates / affiliates of Book Running Lead Managers and Syndicate Members

The BRLMs and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations.

However, the associates and affiliates of the BRLMs and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the Net QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Applications by eligible NRIs/RPFI's on Repatriation Basis

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Applications by eligible NRI's

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLMs and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour)

Bids by FPI including FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed

by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limit an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client‘ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

Bids by SEBI Registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by Anchor Investors

Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(zd) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XI of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLMs.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least Rs.100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of Rs.100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

5. Our Company, in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

   - where allocation in the Anchor Investor Portion is up to Rs.1,000.00 Lakhs, maximum of 2 (two) Anchor Investors.

   - where the allocation under the Anchor Investor Portion is more than Rs. 1000.00 Lakhs but upto Rs. 25,000 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of Rs. 500 Lakhs per Anchor Investor; and

   - where the allocation under the Anchor Investor portion is more than Rs.25,000 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto Rs. 25,000 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of Rs. 25,000 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of Rs. 500 Lakhs per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

11. The BRLMs, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs and made available as part of the records of the BRLMs for inspection by SEBI.

12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

Bids 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.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids 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.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended ("LLP Act") a certified copy of certificate of registration issued under the LLP Act must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies, 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:

1) Equity shares of a company: The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

2) The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies' belongings to the group, whichever is lower and

3) The industry sector in which the investee company belongs to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs.2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs.2,500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

b) With respect to Bids 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 along with the Bid cum Application Form.

c) With respect to Bids made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.

d) With respect to Bids 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 Bid cum Application Form.

e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the BRLMs may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Managers and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

Bids by Provident Funds/ Pension Funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of Rs.2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, in whole or in part, in either case, without assigning any reason thereof.

Bids by Banking Company

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the ASBA Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

Bid cum Application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding

30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

Issuance of a Confirmation Note ("CAN") and Allotment in the Issue

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLMs or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Terms of Payment

The entire issue price of Rs. [●] per share is payable on Bid cum application. In case of allotment of lesser number of Equity shares than the number applied, the Registrar to the Issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Account, Post finalisation of basis of allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for Bidders

The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Bid cum Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Bid cum Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their Bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Bid cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the Bid cum application money in the relevant bank account within one day of receipt of such instruction. The Bid cum Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid cum Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid cum application by the ASBA Bidders, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all investors are applying in this Issue shall mandatorily make use of ASBA facility.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Managers, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a. In case of resident Anchor Investors: **—** [●] Public Issue – Escrow –Anchor Investor –R"

b. In case of Non-Resident Anchor Investors: **—** [●] Public Issue – Escrow –Anchor Investor –NR"

c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

a) Our Company has entered into an Underwriting agreement dated [●].
b) A copy of the Red Herring Prospectus and Prospectus will be filed with the RoC in terms of Section 26 and section 32 of the Companies Act, 2013.

Pre-issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Advertisement Regarding Issue Price and Prospectus

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
9. Ensure that you have funds equal to the Bid cum Application Amount in the ASBA account maintained with the SCSB before submitting the Bid cum Application Form to the respective Designated Branch of the SCSB, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Ensure that your request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;

11. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim 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. All other applications in which PAN is not mentioned will be rejected;
13. Ensure that the Demographic Details are updated, true and correct in all respects;
14. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
15. Ensure that the category and the investor status is indicated;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc. relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
19. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
20. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
21. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization 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 at the time of submission of the Bid;
22. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed Rs. 200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit more than five Bid cum Application Forms per ASBA Account;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Bids at different Price Levels and Revision of Bids

a) Our Company in consultation with the BRLMs, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLMs, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Bidders can contact the Compliance Officer or the Registrar in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

Undertakings by the Company

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited where the Equity Shares are proposed to be listed within six working days from Issue Closure date;

3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

4. That our Promoter's contribution in full has already been brought in;

5. That no further issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;

6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

7. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

8. If our Company withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock Exchange/RoC/SEBI, in the event our Company subsequently decide to proceed with the Issue;

9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period.

Utilisation of Issue Proceeds

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;

2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;

3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested;

4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue;

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; and

6. The Book Running Lead Managers undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialised Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated April 20, 2018 among NSDL, the Company and the Registrar to the Issue;
- Agreement dated May 24, 2018 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN INE00EW01015.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders should rely on their own examination of the Issuer and the Issue and should carefully read the Draft Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken inter-alia through the Book-Building Process as well as to the Fixed Price Issue. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders in IPOs, 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").**

Bidders should note that investment in equity and equity related securities involves risk and Bidders 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 Red Herring Prospectus ("RHP")/Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Bidders should carefully read the entire Prospectus and the Bid cum 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 RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail.

The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLMs 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 Bidders may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 Initial Public Offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the DRHP.

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, Bidders/Applicants may refer to the RHP/Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI ICDR Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and up to twenty-five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (2) of Chapter XB of SEBI ICDR Regulations.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013, 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. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI ICDR Regulations:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue is 100% underwritten and that the BRLMs to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled *"General Information"* beginning on page 59 of the Draft Red Herring Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed this Offer document with SEBI nor has SEBI issued any observations on our Draft Red Herring Prospectus. Also, we shall ensure that our Book Running Lead Managers submit the copy of the Red Herring Prospectus/ Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Red Herring Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the BRLMs has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

5. The Company has positive cash accruals (earnings before depreciation and tax) from rom operations for at least 2 financial years preceding the date of filing of this Draft Red Herring Prospectus.

6. The Networth and Cash for the year ended March 31, 2018, 2017 and 2016 and Net tangible Assets and Net worth of the Company as per the restated financial statements for the year ended March 31, 2018 are as set forth below: -

(Rs. In lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Net Worth*	4184.43	2832.32	1860.34
Cash Accruals**	1,736.80	1,565.12	647.78

** "Net Worth" has been defined as the aggregate of the paid-up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any*
***"Cash Accruals" has been defined as the Earnings before depreciation and tax from operation.*

7. The track record of the Company as per the Standalone Restated financial statements for the financial year ended March 31, 2018, 2017 and 2016 is as set forth below:

(Rs. In Lakhs)

Particulars	For the financial year ended 31st March		
	2016	2017	2018
Profit/Loss	402.76	971.99	1097.10

8. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.

9. The Company has Positive Net worth as per the latest audited financial results i.e. Rs. 4184.43 Lakhs.

10. The Company has a track record of last three (3) years, as on the date of filling of the Draft Red Herring Prospectus.

11. The Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories.

12. The Company has not been referred to Board for Industrial and Financial Reconstruction.

13. The Issuer should not be referred to Board for No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

14. No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

15. There has been no change in the promoter of the Company in the one year preceding the date of filing application to BSE for listing on SME segment. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI ICDR Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

16. The Company has a website www.balajisolutions.in

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2),6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI ICDR Regulations, 2009 shall not apply to this Issue.

Thus, Company is eligible for the Issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI ICDR Regulations as the post issue face value capital exceeds Rs. 1,000 Lakhs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 Types of Public Issues - Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An issuer may mention Price or Price Band in the Draft Red Herring Prospectus (in case of a Fixed Price Issue) and Floor Price or Price Band in the Red Herring Prospectus (in case of a Book Built 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 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. Bidders should refer to the RHP / Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 Issue Period

The Issue shall be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).
In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. 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 Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLMs and the advertisement in the newspaper(s) issued in this regard.

2.5 Migration to Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

a) If the Paid-up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue, etc., (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

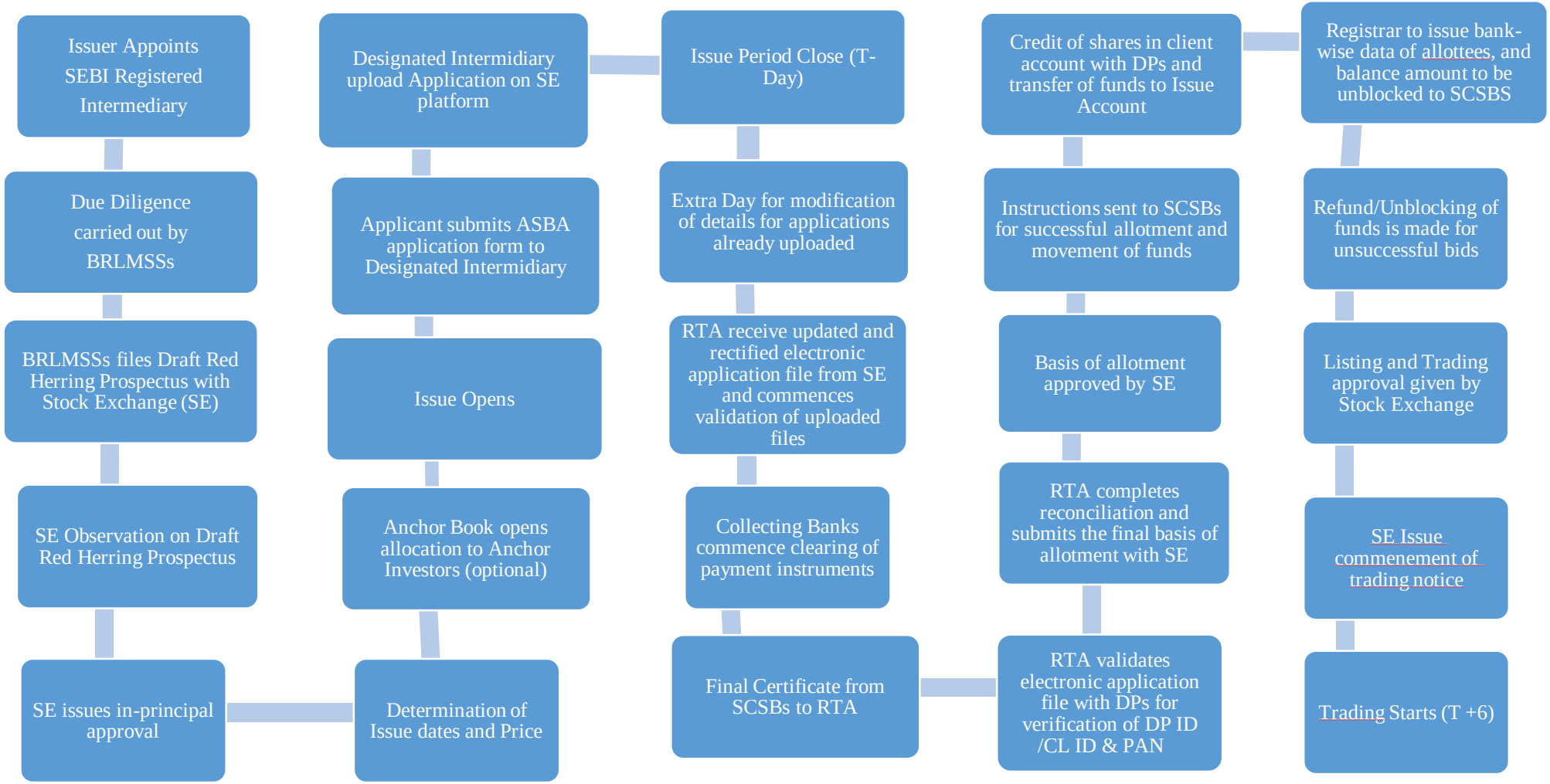
b) If the Paid-up Capital of the company is more than Rs.10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME platform of BSE has to fulfil following conditions:
a. The increase in post issue face value capital beyond Rs 25 crore should arise only because of merger/acquisition or for expansion purposes.
b. The company should have a minimum turnover of Rs. 100 crore as per last audited financials and market capitalisation of 100 crore.
c. The company should have a minimum profit before tax of Rs 10 crore for two years out of three preceding years.

d. There should not be any action against the company by any regulatory agency at the time of application for migration

2.6 Flowchart of Timelines

A flow chart of process flow in Fixed Price and Book Built Issues is as follows:


Issuer Appoints SEBI Registered Intermediary
Due Diligence carried out by BRLMSSs
BRLMSSs files Draft Red Herring Prospectus with Stock Exchange (SE)
SE Observation on Draft Red Herring Prospectus
SE issues in-principal approval
Determination of Issue dates and Price
Anchor Book opens allocation to Anchor Investors (optional)
Issue Opens
Applicant submits ASBA application form to Designated Intermidiary
Designated Intermidiary upload Application on SE platform
Issue Period Close (T-Day)
Extra Day for modification of details for applications already uploaded
RTA receive updated and rectified electronic application file from SE and commences validation of uploaded files
Collecting Banks commence clearing of payment instruments
Final Certificate from SCSBs to RTA
RTA validates electronic application file with DPs for verification of DP ID /CL ID & PAN
RTA completes reconciliation and submits the final basis of allotment with SE
Basis of allotment approved by SE
Instructions sent to SCSBs for successful allotment and movement of funds
Credit of shares in client account with DPs and transfer of funds to Issue Account
Registrar to issue bank-wise data of allottees, and balance amount to be unblocked to SCSBS
Refund/Unblocking of funds is made for unsuccessful bids
Listing and Trading approval given by Stock Exchange
SE Issue commenement of trading notice
Trading Starts (T +6)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

I. Indian national's resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;

II. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

III. 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;

IV. Mutual Funds registered with SEBI;

V. 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;

VI. 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);

VII. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;

VIII. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

IX. State Industrial Development Corporations;

X. 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;

XI. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

XII. Insurance Companies registered with IRDA;

XIII. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;

XIV. Multilateral and Bilateral Development Financial Institutions;

XV. 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;

XVI. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India; and

XVII. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

Applications not to be made by:

- Minors (except under guardianship)
- Partnership firms or their nominees
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application 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, bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the book running lead managers, members of the Syndicate, Registered Brokers, Designated Intermediaries at Branches of the Bidding Centres, SCSBs 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 DRHP/RHP.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	**Colour of the Bid cum Application Form (Excluding downloaded forms from SE website)**
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis.	Blue
Anchor Investors	As prescribed by the Issuer

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ASBA FORM

Bidders may note that forms not filled completely or correctly as per instructions provided in this GID, the DRHP and the Bid cum Application Form/ 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 Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

R Bid cum Application Form

COMMON BID CUM APPLICATION FORM

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - R
Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156
CIN – U72900WB2001PLC092912
Tel: +91-33 4030 9000; E-mail: info@balajisolutions.in; Website: www.balajisolutions.in

FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

foxin

To,
The Board of Director
BALAJI SOLUTIONS LIMITED

BOOK BUILT ISSUE
ISIN - INE00EW01015

Bid Cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCSB / CDP / RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK / SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER
Mr./Ms./M/s.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL
For NSDL, enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off"). Price band Rs. [*]

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [*] equity shares)	Price per Equity Share (₹) / "Cut-off" Bid Price	Retail Discount	Net Price	"Cut-Off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY
☐ Retail Individual Bidder
☐ Non Institutional Bidder
☐ QIB

6. INVESTOR STATUS
☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Non-Resident Indians (Non-Repatriation basis) - NRI
☐ Indian Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ National Investment Funds - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternate Investment Funds - AIF
☐ Others (Please Specify) - OTH
*HUF Should apply only through Karta. (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS
PAYMENT OPTION : Full Payment ☐
Amount Blocked (₹ in Figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

PLEASE FILL IN BLOCK LETTERS

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 OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER 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
Date _____, 2017

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make this Application in the Offer
1)
2)
3)

SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

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BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Syndicate Member/ Broker/SCSB/CDP/RTA

Bid Cum Application Form No.

DPID / CLID
PAN of Sole / First Bidder

Amount Blocked (₹ in figures)
ASBA A/c. No.
Bank & Branch
Received from Mr./Ms./M/s.
Telephone / Mobile
Email

Stamp & Signature of SCSB Branch

TEAR HERE

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Blocked (₹)			

ASBA Bank A/c No.:
Bank & Branch:

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgment Slip for Bidder

Bid Cum Application Form No.

BALAJI SOLUTIONS LIMITED 1

NR Bid cum Application ASBA Form

COMMON BID CUM APPLICATION FORM

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - NR
Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156
CIN - U72900WB2001PLC092912
Tel:+91-33 4030 9000; E-mail: info@balajisolutions.in; Website:www.balajisolutions.in

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FIIs FPIs OR FVCIs, ETC APPLYING ON A REPATRIATION BASIS

foxin

To,
The Board of Director
BALAJI SOLUTIONS LIMITED

BOOK BUILT ISSUE
ISIN - INE00EW01015

Bid Cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCSB / CDP / RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK / SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER
Mr./Ms./M/s.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off"). Price band Rs. [●]

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares)	Price per Equity Share (₹) / "Cut-off"			
		Bid Price	Retail Discount	Net Price	"Cut-Off" (Please (✓) Bid)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY
☐ Retail Individual Bidder
☐ Non Institutional Bidder
☐ QIB

6. INVESTOR STATUS
NRI Non-Resident Indian(s) (Repatriation basis)
FII FII or Sub Account not a Corporate/ Foreign Individual
FIIS FII Sub Account Corporate/Individual
FVCI Foreign Venture Capital Investor
FPI Foreign Portfolio Investor
OTH Others (Please Specify)

7. PAYMENT DETAILS
Amount Blocked (₹ in Figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

PAYMENT OPTION : Full Payment ☐

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("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
Date: 2017

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer
1)
2)
3)

SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

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BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA

Bid Cum Application Form No.

DPID / CLID
PAN of Sole / First Bidder

Amount Blocked (₹ in figures)
ASBA A/c. No.
Bank & Branch
Received from Mr./Ms./M/s.
Telephone / Mobile
Email

Stamp & Signature of SCSB Branch

TEAR HERE

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Blocked (₹)			

ASBA Bank A/c No.
Bank & Branch:

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid Cum Application Form No.

BALAJI SOLUTIONS LIMITED 1

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER

Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

a. **Mandatory Fields:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form may be used to dispatch communications (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 members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

b. **Joint Bids**: In the case of Joint Bids, the Bids should be made in the name of the Bidders 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 Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

c. **Impersonation:** Attention of the Bidders 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 a Bid cum application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*

- *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

- *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*

  shall be liable for action under section 447 of the said Act.

d. **Nomination Facility to Bidder:** 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 Bidders should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST BIDDER

a. PAN (of the sole/ first Bidder) provided in the Bid cum Application Form/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 Bids on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim ("PAN Exempted Bidders"). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Bid Amount. A Bid cum Application Form without PAN, except in case of Exempted Bidders, is liable to be rejected. Bids by the Bidders 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 Bidders 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. Bids by Bidders 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: BIDDERS DEPOSITORY ACCOUNT DETAILS

a. Bidders should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected.

b. Bidders should ensure that the beneficiary account provided in the Bid cum Application Form is active.

c. Bidders should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidders may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

d. Bidders 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 Bidders' 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 Red Herring 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 Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/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 undertaken through the Book Building Process. 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.

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 Bid Value and Bid Lot**: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above Rs. 1,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid 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 to the RHP 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, Employees and Retail Individual Shareholders 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 Rs. 200,000.

b) In case the Bid Amount exceeds Rs. 200,000 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 Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs. 200,000 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 Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/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 Rs.200,000 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 Rs.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.

II. 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.

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 Bids at three 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 member of the Syndicate, SCSB or Registered Broker 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:

   i. 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.

   ii. 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:

   i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.

   ii. 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.

   iii. 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.

   iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

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) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders may refer to the RHP.

c) 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 Bidder may refer to the DRHP.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.

(b) Certain categories of Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

(c) Bidders 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) Bidders should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

i. The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the Bid cum Application Form. If 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 the Bid Amount net of Discount. Only in cases where the RHP 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.

ii. Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.

iii. Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.

iv. All Bidders can participate in the Issue only through the ASBA mechanism.

v. Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1. Payment instructions for Bidders

a. Bidders may submit the Bid cum Application Form either

   i. 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

   ii. 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, will 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 Bid cum Application Forms can be submitted.

f. Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

g. Bidders bidding through a Designated Intermediary, other than a SCSB, should note that Bid cum Application Forms submitted to such Designated Intermediary 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 such Designated Intermediary, 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 accept such Bids 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 finalization 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.

o. The Bid Amount may remain blocked in the aforesaid ASBA Account until finalization on 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.

p. 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. Payment instructions for Anchor Investors

a. Anchor Investors may submit their Bids with a BRLMs.
b. Payments by Anchor Investors are required to be made through direct credit, RTGS or NEFT
c. The Escrow Collection Bank shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.8 FIELD NUMBER 8: Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids 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, 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.

(d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/Issue Closing Date.

4.1.8.1. 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 RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

4.1.8.2. Additional Payment Instruction for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders 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 Bidder, then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum 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.

(d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

4.1.10 FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bid made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the Issue.

ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.

iii. Bidders may contact the Company Secretary and Compliance Officer or BRLMs in case of any other complaints in relation to the Issue.

iv. In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.

v. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker

vi. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.

vii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.

(c) The following details (as applicable) should be quoted while making any queries –

i. Full name of the sole or First Bidder, Bid cum Application Form number, Bidder' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.

ii. name and address of the Designated Intermediary, where the Bid was submitted; or

For further details, Bidder may refer to the Draft Red Herring Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Bid/ Issue Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise / withdraw their Bid till closure of the Bid/ Issue period.

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Bidder can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:

Revision Form- R

COMMON BID REVISION FORM

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE – R
Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156
CIN - U72900WB2001PLC092912
Tel:+91 33 4050 9100; E-mail: info@balajisolutions.in; Website:www.balajisolutions.in

FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

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To,
The Board of Director
BALAJI SOLUTIONS LIMITED

BOOK BUILT ISSUE
ISIN - INE00EW01015

Bid Cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCSB / DP / RTA STAMP & CODE
SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	**ESCROW BANK / SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER
Mr./Ms./M/s.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDERS DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL
For NSDL enter 8 Digit DP ID follow of 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 (In Figures) (Bids must be in multiples of [*] equity shares)	Price per Equity Share (₹)/ "Cut-off" (In Figures)			
		Bid Price	Retail Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [*] equity shares)	Price per Equity Share (₹)/ "Cut-off" (In Figures)			
		Bid Price	Retail Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

6. PAYMENT DETAILS
Additional Amount Blocked (₹ in Figures) | (₹ in words)

PAYMENT OPTION : Full Payment ☐

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 OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S 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.

7A. SIGNATURE OF SOLE / FIRST BIDDER	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date: 2017	1) 2) 3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

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BALAJI SOLUTIONS LIMITED – INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA

Bid Cum Application Form No.

DPID/ CLID | PAN of Sole / First Bidder

Additional Amount Blocked (₹ in figures) | ASBA A/c. No.
Bank & Branch
Received from Mr./Ms.
Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgment Slip for Bidder

ASBA Bank A/c No.:
Bank & Branch

Bid Cum Application Form No.

TEAR HERE

10 **BALAJI SOLUTIONS LIMITED**

Revision Form- NR

COMMON BID REVISION FORM

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - NR
Unit No. 4B, Eco Space Business Park, New Town, Rajarhat, 9th Floor, Room No – 902, Kolkata – 700 156
CIN - U72900WB2004PLC092912
Tel: +91 33 4030 5000; E-mail: info@balajisolutions.in; Website: www.balajisolutions.in

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FIIs FPIs OR FVCIs, ETC APPLYING ON A REPATRIATION BASIS

foxin

To,
The Board of Director
BALAJI SOLUTIONS LIMITED

BOOK BUILT ISSUE
ISIN - INE00EW01015

Bid Cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCSB / DP / RTA STAMP & CODE
SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	**ESCROW BANK / SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER
Mr./Ms./M/s.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDERS DEPOSITORY ACCOUNT DETAILS ■ NSDL ■ CDSL
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [*] equity shares)	Price per Equity Share (₹)/ "Cut-off" (In Figures)			
		Bid Price	Retail Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [*] equity shares)	Price per Equity Share (₹)/ "Cut-off" (In Figures)			
		Bid Price	Retail Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

6. PAYMENT DETAILS

PAYMENT OPTION : Full Payment ■

Additional Amount Blocked (₹ 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 OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S 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.

7 A. SIGNATURE OF SOLE / FIRST BIDDER

Date: 2017

7 B. SIGNATURE OF ASBA BANK A/CCOUNT HOLDER(S) (AS PER BANK RECORDS)
I/We authorised the SCSB to do all acts as are necessary to make this Application in the GID or
1)
2)
3)

SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

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BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - NR

Acknowledgment Slip for Syndicate Member Broker/SCSB/CDP/RTA

Bid Cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Additional Amount Blocked (₹ in figures) ASBA A/c. No.
Bank & Branch

Stamp & Signature of SCSB Branch

Received from Mr./Ms.
Telephone / Mobile Email

TEAR HERE

BALAJI SOLUTIONS LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgment Slip for Bidder

ASBA Bank A/c No.:
Bank & Branch

Bid Cum Application Form No.

TEAR HERE

10 **BALAJI SOLUTIONS LIMITED**

4.2.1 FIELDS 1,2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2, and 4.1.3

4.2.2 FIELDS 4 AND 5: BID OPTIONS REVISION 'FROM' AND 'TO'

(a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder 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 Form.

(b) In case of revision, Bid options should be provided by Bidders 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 Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed Rs.200,000. In case the Bid Amount exceeds Rs.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 Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP. 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 PAYMENT DETAILS

a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. 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) Bidder may Issue 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 Bidder 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 Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the Bidder 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 Bidder 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 FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/BID CUM APPLICATION FORM/APPLICATION FORM

4.3.1 Bidders may submit completed Bid cum Application form / Revision Form in the following manner:-

Mode of Bid	Submission of Bid cum Application Form
All Investors Bids	To the Bid cum Application Collecting Intermediaries as mentioned in the Draft Red Herring Prospectus / Bid cum Application Form.
Application by Anchor Investor	To the BRLMs at the location specified in the Anchor Investor Application Form

Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidders had placed the original Bid.

SECTION 5: INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

This being Book Built Issue procedure for fixed price issue is not applicable.

SECTION 6: 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 finalized after the Bid/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.

6.1: SUBMISSION OF BIDS

a) During the Bid/Issue Period, Bidders 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 Book Running Lead Managers, to register their Bid.

b) In case of Bidders (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).

c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the DRHP.

6.2: ELECTRONIC REGISTRATION OF BIDS

a) 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.

b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

c) 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.

6.3: BUILD UP OF THE BOOK

a. Bids received from various Bidders 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 BRLMs at the end of the Bid/Issue Period.

b. 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.

6.4: 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.

6.5: REJECTION AND 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 BRLMs 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) BRLMs 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.

GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bids by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price.
- GIR number furnished instead of PAN;
- Bids for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-Off Price by NIIs and QIBs.

- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- 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 Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bids accompanied by stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Where no confirmation is received from SCSB for blocking of funds;
- Bids 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. Bids not duly signed by the sole/First Bidder.
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Details of ASBA Account not provided in the Bid cum Application form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders 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 RHP. For details in relation to allocation, the Bidder may refer to the RHP.

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 BRLMs 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, Bidders may refer to the RHP.

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 Rs.20 to Rs.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 (**Rs.**)**	**Cumulative Quantity**	**Subscription**
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100%
2,000	21	5,000	166.67%
2,500	20	7,500	250%

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., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLMs, may finalize the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 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.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

This being Book Built Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. 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 Issue 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: BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the

Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations 2009 or RHP/Prospectus. Bids received from the QIB Category (net of Anchor Portion) at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Issue size less Allotment to Non-Institutional Bidders and Retail shall be available for Allotment to Non- QIB Bidders who have Bid in the Issue at a

price that is equal to or greater than the Issue Price. The Allotment to all the QIB Bidders will be made at the Issue Price. The QIB Portion shall be available for Allotment to QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

(b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.

- 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, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.

- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a). Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLMs, subject to compliance with the following requirements

(i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

(ii) 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

(iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to Rs. 10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 10 crores and up to Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than Rs. 250 crores subject to minimum allotment of Rs. 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 BRLMs, 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 Allocation 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 Allocation 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 Allocation Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

(e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over- Subscribed Issue

In the event of the Issue being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the SME Platform of BSE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

(a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category x number of Shares applied for).

(b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

(c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted [●] equity shares; and

- The successful Bidder out of the total bidders for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

(d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

(e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs.2,00,000/-

Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Bombay Stock Exchange.

The Executive Director / Managing Director of the Designated Stock Exchange in addition to Book Running Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) Designated Date: On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares 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 also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders 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 who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs and dispatch the Allotment Advice within 6 Working Days of the 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 Red Herring

Prospectus/ Prospectus. The Designated Stock Exchange may be as disclosed in the Red Herring Prospectus/ Prospectus with which the Basis of Allotment may be finalised. If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders in pursuance of the DRHP/Prospectus. If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, 2013 and as disclosed in the DRHP.

8.2.2 NON-RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

(a) In case of ASBA Bids: Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts of unsuccessful Bidders and also for any excess amount blocked on Bidding/Application.

(b) In case of Anchor Investors: Within six Working Days of the Bid/ Issue Closing Date may dispatch refunds for all amounts payable to unsuccessful 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 DPs. Failure to do so may result in delays in dispatch of 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 Bank, 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.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Bid/Issue Closing Date. The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Bid/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
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.

Term	Description
Allotment/ Allot/ Allotted	Unless the context otherwise requires, issue / allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee(s)	Successful Bidder(s) to whom Equity Shares have been allotted/transferred.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, who has Bid for an amount of at least Rs.1000 Lakhs, in accordance with the requirements specified in the SEBI ICDR Regulations
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Portion	Upto 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLMs to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Application Supported by Blocked Amount Form/ASBA Form	An application from, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorizing an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Raipur.
ASBA Form	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened and as disclosed in the Draft Red Herring Prospectus and Bid cum Application Form of the Issuer.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Issue and which is described under chapter titled "*Issue Procedure*" beginning on page 241 of this Draft Red Herring Prospectus
Bid	An indication to make an Issue during the Bid/Issue Period by a Bidder (other than an Anchor Investor) or on Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bid/ Issue Opening Date	Except in relation to Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.

Term	Description
Bid/Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders other than Anchor Investor can submit their Bids, including any revisions thereof. Provided however that the Bidding/Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
Bidder	Any prospective investor who makes a Bid/Application pursuant to the terms of the DRHP/RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant
Book Built Process/ Book Building Process/ Book Building Method	The Book Building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made.
Book Running Lead Managers or BRLMs	The Book Running Lead Managers to the Issue namely Pantomath Capital Advisors Private Limited and Gretex Corporate Services Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders can submit the Bid cum Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Bombay Stock Exchanges.
Business Day	Monday to Friday (except Public holiday)
CAN/Confirmation of Allotment Note	In the case of Anchor Investors, CAN shall mean the note or advice or intimation of Allotment of Equity Shares sent to the Anchor Investors to whom Equity Shares have been Allotted.
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalized and above which no Bids will be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branch/Designated Branch	Such branch of the SCSBs which coordinate Bid cum Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Cut-off Price	Issue Price, which shall be any price within the Price Band finalised by our Company and the BRLMs. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their address, PAN, occupation and bank account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (except Anchor Investor) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.bseindia.com) and updated from time to time.
Designated Date	The date on which the Collection Banks transfer funds from the public issue Accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Issue Account or the Refund Account, as appropriate, in

Term	Description
	terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediaries	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Issue.
Designated RTA Locations	Such centres of the RTAs where Bidder can submit the Bud cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.bseindia.com) and updated from time to time.
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus of the issuer.
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated September 28, 2018 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue.
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full-time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidders/Applicants may refer to the DRHP.
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
First/sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted.
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/Company	The Issuer proposing the initial public offering/further public offering as Applicable.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the DRHP/RHP/Prospectus and Bid cum Application Form.
NEFT	National Electronic Fund Transfer
Net Issue	Issue less Market maker reservation portion
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the DRHP/RHP/Prospectus and Bid cum Application Form.
Net QIB Portion	The QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.

Term	Description
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs.200,000 (but not including NRIs other than Eligible NRIs).
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs.
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the DRHP/RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares.
NRO Account	Non-Resident Ordinary Account
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA.
Issue Price	The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus The Issue Price will be decided by our Company in consultation with the BRLMs on the Pricing Date in accordance with the Book-Building Process and the Red Herring Prospectus
Other Investors	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Allocation Price. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Managers.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961.
Price Band	Price band of a minimum price of Rs. [●] per Equity Share (Floor Price) and the maximum price of Rs. [●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] edition of the regional newspaper [●], each with wide circulation.
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Issue Price.
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 and Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information
Public Issue Account	Account opened with the Banker to the Issue i.e. ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.

Term	Description
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of Bombay Stock Exchange Limited having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/membership/dynaContent/find_a_broker.htm
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Karvy Computershare Private Limited.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bid cum Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Reservation Portion	The portion of the issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009.
Reserved Category / Categories	Categories of persons eligible for making Bids under reservation portion.
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s).
RoC	The Registrar of Companies
RTGS	Real Time Gross Settlement
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries or at such other website as may be prescribed by SEBI from time to time.
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Stock Exchanges / SE	The stock exchanges as disclosed in the DRHP/RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed.
Syndicate Agreement	Agreement dated [●] entered into amongst the BRLMs, the Syndicate Members, our Company in relation to the procurement of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Gretex Corporate Services Private Limited.
Syndicate or Members of the Syndicate	The BRLMs and the Syndicate Members
Underwriter	[●]
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter and our Company
Working Day	Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 **("FEMA")**. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government of India has from time to time made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2017 **("FDI Policy 2017")**, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (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 the SEBI/ RBI.

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 under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold offered within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" pursuant to the private placement exemption set out in Section 4(a)(2) of the Securities Act; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in transactions exempt from the registration requirements of the Securities Act and (b) outside the United States in offshore transactions in reliance on Regulation S under 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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION IX: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF
BALAJI SOLUTIONS LIMITED

1. CONSTITUTION OF THE COMPANY

a) The Regulations contained in the Table F in Schedule I to the Companies Act, 2013, shall not be applicable to the Company except so far as the said Act or any modification thereof otherwise expressly provides.
b) The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013

2. Interpretation-In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned there under, unless repugnant to the subject matter or content thereof.

a) "Act" or "the said Act"
"The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

b) "Annual General Meeting"
"Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

c) "Articles"
"Articles" means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

d) "Beneficial Owner"
"Beneficial Owner" shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

e) "Board" or the "Board of Directors".
"The Board," or the "Board of Directors" shall mean the collective board of directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

f) "Board Meeting".
"Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

g) "Business Day".
"Business Day" shall mean a day on which scheduled commercial banks are open for normal banking business;

h) "Capital"

"Capital" means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

i) "Company" or "this Company"
"The Company" or "this Company" means BALAJI SOLUTIONS LIMITED.

j) "Chairman"
"Chairman" shall mean such person as is nominated or appointed in accordance with the Articles.

k) "Dividend"
"Dividend" shall include Interim Dividend.

l) "Depository"
"Depository" shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

m) "Depositories Act"
"Depositories Act" shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

n) "Director"
"Director" shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with the Law and the provisions of these Articles.

o) "Extraordinary General Meeting"
"Extraordinary General Meeting" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

p) "Gender"
Words importing the masculine gender also include the feminine gender.

q) "In Writing and Written"
"In Writing and Written" include printing, lithography and other modes of representing or reproducing words in a visible form.

r) "Managing Director"
"Managing Director" includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

s) "Memorandum"
"Memorandum" shall mean the memorandum of association of the Company, as amended from time to time.

t) "Month"
"Month" means the calendar month.

u) "Office"
"Office" means the Registered Office for the time being of the Company.

v) "Plural Number"
Words importing the singular number also include the plural number and vice versa.

w) "Persons"
"Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

x) "Register of Members"

"Register of Members" shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act.

y) "Registrar"
"Registrar" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

z) "Seal"
"Seal" means the Common Seal for the time being of the Company.

aa) "Securities & Exchange Board of India"
"Securities & Exchange Board of India" or "SEBI" means the Securities & Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.

bb) "SEBI Listing Regulations"
"SEBI Listing Regulations" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

cc) "Shares"
"Shares" or "shares" shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

dd) "Shareholder" or "shareholder" or "member"
"Shareholder" or "shareholder" or "member" shall mean any shareholder of the Company, from time to time.

ee) "Shareholder Meeting"
"Shareholders' Meeting" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

ff) "Stock Exchanges"
"Stock Exchanges" shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

gg) "Year and Financial Year"
"Year" means the Calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

Expression in the Act to bear same meaning in the Articles	Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.
Marginal Notes	The marginal notes hereto shall not affect the construction of these Articles.

COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:
   (i) The Memorandum;
   (ii) The Articles, if any;
   (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

CAPITAL AND SHARES

4. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the Company to alter the same in any way it thinks fit.
5. The Company has power, from time to time, to increase or reduce its authorised or issued and Paid up Share Capital, in accordance with the Act, applicable Laws and in accordance with the Articles.
6. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
7. Any application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles and every person who thus or otherwise accepts any Shares and whose name is on the Register of Members, shall for the purposes of these Articles, be a Shareholder.
8. 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 immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
9. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

SHARES AT THE DISPOSAL OF THE DIRECTORS

10. Subject to the provisions of Section 62 of the Act and these Articles, the share capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

FURTHER ISSUE OF SHARES

11. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered –

    a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely: -

        (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

        (ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

        (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the shareholders and the company;

b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by Central Government; or

c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.

(2) The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(3) Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.
The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES

12. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.
(ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.

REDEEMABLE PREFERENCE SHARES

13. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES

14. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.
    (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be
    available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
    (b) No such shares shall be redeemed unless they are fully paid;

(c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

NEW CAPITAL SAME AS ORIGINAL CAPITAL

15. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES

16. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

    This Article is not to delegate any power which the Company would have if it were omitted.

    (2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company.

    (3) Nothing in sub-clause (2) shall apply to –

    (a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by Central Government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;

    (b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

    Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by Central Government.

REDUCTION OF CAPITAL

17. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

CONSOLIDATION AND DIVISION OF CAPITAL

18. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:
    (a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of

shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

SALE OF FRACTIONAL SHARES

19. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

MODIFICATION OF RIGHTS

20. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class.

ISSUE OF FURTHER SHARES ON PARI PASSU BASIS

21. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

NO ISSUE WITH DISPROPORTIONATE RIGHTS

22. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE

(a) "Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any"

DEMATERIALIZATION OF SECURITIES

(b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

INTIMATION TO DEPOSITORY

(c) "Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities".

OPTION TO OPT OUT IN RESPECT OF ANY SUCH SECURITY

(d) Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER

(e) "The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996."

SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS

(f) All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

(g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name if entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

DEPOSITORY TO FURNISH INFORMATION

(h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

SHARES AND CERTIFICATES

REGISTER AND INDEX OF MEMBERS

23. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

SHARES TO BE NUMBERED PROGRESSIVELY

24. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

DIRECTORS MAY ALLOT SHARES FULLY PAID-UP

25. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

APPLICATION OF PREMIUM RECEIVED ON SHARES

26. (1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.

    (2) Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company –

    a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;
    b) in writing off the preliminary expenses of the company;
    c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
    d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
    e) for the purchase of its own shares or other securities under section 68.

ACCEPTANCE OF SHARES

27. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

LIABILITY OF MEMBERS

28. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATE

29. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares 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 to all such holder.

ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED

30. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe.

    Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

    The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED

31. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

    (ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

JOINT ALLOTTEES OF HOLDERS

32. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER

33. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.

    (ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be

bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them, subject to Articles.

WHO MAY HOLD SHARES

34. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind.

35. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

SWEAT EQUITY

36. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES

37. (1) In pursuance of Section 89 of the Act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.

    (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)

    (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)

    (4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.

    (5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by Central Government, within the time specified under section 403.

    (6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.

(7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY

38. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

ISSUE OF SHARES WITHOUT VOTING RIGHTS

39. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.

SECTION 45 OF ACT NOT TO APPLY

40. Notwithstanding anything to the contrary contained in the Articles,

    (i) Section 45 of the Act shall not apply to the Shares held with a Depository;

TRUST RECOGNIZED

41. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

    Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

REGISTRATION OF CHARGES

42. The provisions of the Act relating to registration of charges shall be complied with.

    In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

    Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

    Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

UNDERWRITING AND BROKERAGE
COMMISSION MAY BE PAID

43. The Company may, subject to the provisions of Section 40 and other applicable provisions, if any, of the Act any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures, or partly in the one way and partly in the other subject to maximum of 5% of the share price or 2.5% in case of debenture, of the issued share or debenture price, as the case may be.

BROKERAGE MAY BE PAID

44. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

CALLS ON SHARES
DIRECTORS MAY MAKE CALLS

45. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.

CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS

46. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

NOTICE OF CALLS

47. One month notice at least of every call payable otherwise then on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

CALLS TO DATE FROM RESOLUTION

48. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

DIRECTORS MAY EXTEND TIME

49. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

CALL TO CARRY INTEREST AFTER DUE DATE

50. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the

Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

51. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minutes book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

52. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

FORFEITURE, SURRENDER AND LIEN
IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

53. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

54. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED

55. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

NOTICE OF FORFEITURE

56. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

57. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose of the same in such manner as it thinks fit.

POWER TO ANNUL FORFEITURE

58. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

59. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

EFFECT OF FORFETURE

60. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

PROCEEDS HOW TO BE APPLIED

61. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

DECLARATION OF FORFEITURE

62. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

    (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.

    (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.

    (d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.

(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.

63. The declaration as mentioned in Article 62 shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

64. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any; nor shall his title to the share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share.

PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

65. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM

66. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

BOARD MAY ACCEPT SURRENDER OF SHARES

67. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

COMPANY'S LIEN ON SHARE/DEBENTURES

68. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article. No Shareholder shall exercise any voting right in respect of any shares or Debentures 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 of lien.

ENFORCING LIEN BY SALE

69. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member, his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE

70. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE

71. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES

72. Where any shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL

73. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.

TRANSFER AND TRANSMISSION OF SHARES
REGISTER OF TRANSFER

74. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

EXECUTION OF TRANSFER

75. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

INSTRUMENT OF TRANSFER

76. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

FORM OF TRANSFER

77. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC

78. No transfer shall be made to a minor or a person of unsound mind.

TRANSFER OF SHARES

79. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee within the time frame prescribed under the Act.

    (ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

    (iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

80. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

NO FEE ON TRANSFER OR TRANSMISSION

81. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

82. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

WHEN TRANSFER TO BE RETAINED

83. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES

84. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

TITLE TO SHARES OF DECEASED HOLDER

85. Subject to Article, the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER

86. A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

87. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within 90 (ninety) days, the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

TRANSMISSION OF SHARE

88. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

BOARD MAY REFUSE TO TRANSMIT

89. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

90. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse

to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

TRANSFER BY LEGAL REPRESENTATION

91. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

CERTIFICATE OF TRANSFER

92. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures.

THE COMPANY NOT BE LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER

93. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

NOMINATION

94. (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by Central Government under the Act.

(ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by Central Government under the act.

(iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares of debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be , all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by Central Government under the Act.

(iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

"Option of Nominee"

95. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.

If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.

(ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

TRUST NOT RECOGNISED

96. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

TRANSFER OF SECURITIES

97. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

NOTICE OF APPLICATION WHEN TO BE GIVEN

98. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

REFUSAL TO REGISTER NOMINEE

99. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

100. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS

101. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

JOINT HOLDERS

102. If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

(a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

TITLE OF SURVIVORS

(b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

EFFECTUAL RECEIPTS

(c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

(d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in the Articles and documents served on or sent to such person shall be deemed service on all the joint holders).

VOTES OF JOINT HOLDERS

(e) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

CONVERSION OF SHARES INTO STOCK
SHARES MAY BE CONVERTED INTO STOCK

103. The Board may, pursuant to Section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

RIGHTS OF STOCK-HOLDERS

104. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

MEETING OF MEMBERS

105. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.

(b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.

106. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

107. All meetings of the shareholders other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

CALLING OF EXTRA-ORDINARY GENERAL MEETING

108. (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.

(2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).

(3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.

(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

(5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.

(6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

(7) Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014.

LENGTH OF NOTICE FOR CALLING MEETING

109.(1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by Central Government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

(2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

(3) The notice of every meeting of the company shall be given to –

(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
(b) the auditor or auditors of the company; and
(c) every director of the company.

(4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

110.(1) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -

(a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—
(i) every director and the manager, if any;
(ii) every other key managerial personnel; and
(iii) relatives of the persons mentioned in sub-clauses (i) and (ii);

(b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(2) For the purposes of clause (1),—

(a) in the case of an annual general meeting, all business to be transacted there at shall be deemed special, other than—

(i) the consideration of financial statements and the reports of the Board of Directors and auditors;

(ii) the declaration of any dividend;

(iii) the appointment of directors in place of those retiring;

(iv) the appointment of, and the fixing of the remuneration of, the auditors; And

(b) in the case of any other meeting, all business shall be deemed to be special:

Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

(3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).

111. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

QUORUM

112. (1) The quorum for a General Meeting of the Company shall be as under:

(i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or

(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or

(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.

(2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –

(a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or

(b) the meeting, if called by requisitionists under section 100, shall stand cancelled:

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

(3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

RESOLUTION PASSED AT ADJOURNED MEETING

113. Where a resolution is passed at an adjourned meeting of –

(a) a company; or

(b) the holders of any class of shares in a company; or

(c) the Board of Directors of a company,

the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

REGISTRATION OF RESOLUTIONS AND AGREEMENTS

114. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

POWER OF ADJOURN GENERAL MEETING

115. (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

CHAIRMAN OF GENERAL MEETING

116. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT

117. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

RESOLUTION MUST BE PROPOSED AND SECONDED

118. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

PASSING RESOLUTIONS BY POSTAL BALLOT

119. (1) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(2) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

DECLARATION OF CHAIRMAN TO BE CONCLUSIVE

120. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution.

CIRCULATION OF MEMBERS' RESOLUTION

121.(1) A company shall, on requisition in writing of such number of members, as required in section 100,—

(a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and

(b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.

(2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –

(a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company,—

(i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;

(ii) in the case of any other requisition, not less than two weeks before the meeting; and

(b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

(3) The company shall not be bound to circulate any statement as required by clause(b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.

(4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

VOTES OF MEMBERS
VOTES MAY BE GIVEN BY PROXY OR ATTORNEY

122. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

VOTES OF MEMBERS

123.(1) Subject to the provisions of section 43 and sub-section (2) of section 50, -

(a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and

(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.

(2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for their payment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY

124. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

REPRESENTATION OF BODY CORPORATE

125. Pursuant to section 113, a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

126. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

127. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

128. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 127.

HOW MEMBER NON-COMPOS MENTIS MAY VOTE

129. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

INSTRUMENT OF PROXY

130. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an office or attorney duly authorized by it.

INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

131. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

132. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the vote is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjournment meeting at which the proxy is used.

FORM OF PROXY

133. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

TIME FOR OBJECTION TO VOTE

134. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANYVOTE

135. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF

136. 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 or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable.

DIRECTORS

137. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

138. Subject to Articles, Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

CASUAL VACANCY AND ADDITIONAL DIRECTORS

139. Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Articles. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

ALTERNATE DIRECTORS

140. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

NOMINEE DIRECTOR / DEBENTURE DIRECTOR

141. 1) The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.

2) If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly.

Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged.

142. A Director need not hold any qualification shares of the Company.

REMUNERATION OF DIRECTORS

143. (1) Subject to the applicable provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to limits prescribed by the Act.

(2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment nor a Managing Director may be paid remuneration.

(i) by way of monthly, quarterly or annual payment with the approval of the Central Government: or

(ii) by way of commission if the Company by a special resolution authorizes such payments.

(3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.

(4) If any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

(5) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

144. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

145. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

146. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.

DISCLOSURE OF INTEREST OF DIRECTORS

147. (1)Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.

(2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

(a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

(b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be,

shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

(3) A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.

(4) Nothing in this Article-

(a) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;

(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two percent of the paid-up share capital in the other company.

INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

148. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED

149. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder–

i. for the sale, purchase or supply of any goods, materials or services; or
ii. selling or otherwise disposing of, or buying, property of any kind;
iii. leasing of property of any kind;
iv. availing or rendering of any services;
v. appointment of any agent for purchase or sale of goods, materials, services or property;
vi. such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
vii. underwriting the subscription of any securities or derivatives thereof, of the Company:

(2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

(3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))

(4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.

(5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

SPECIAL DIRECTOR

150. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaborator" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.

DIRECTORS' SITTING FEES

151. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by the Central Government for each of the meetings of the Board or a committee thereof and adjournments thereto attended by him. The directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY

152. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189and 196 of the Act shall be duly observed and complied with.

DISQUALIFICATION OF THE DIRECTOR

153. (1) A person shall not be eligible for appointment as a director of a company, if -

(a) he is of unsound mind and stands so declared by a competent court;

(b) he is an undischarged insolvent;

(c) he has applied to be adjudicated as an insolvent and his application is pending;

(d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise,

and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(e) an order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force;

(f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

(g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or

(h) he has not complied with sub-section (3) of section 152.

(2) No person who is or has been a director of a company which -

(a) has not filed financial statements or annual returns for any continuous period of three financial years; or

(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

DIRECTORS VACATING OFFICE

154. The office of a Director shall be vacated if:

(i) he is found to be of unsound mind by a Court of competent jurisdiction;

(ii) he applied to be adjudicated an insolvent;

(iii) he is adjudicated an insolvent;

(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(v) he fails to pay any call-in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;

(vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
(vii) he is removed in pursuance of Section 169 of Act;
(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
(x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY

155. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197or Section 188 of the Act may be applicable.

RETIREMENT AND ROTATION OF DIRECTORS

156. (1) (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -

(i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
(ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.

(b)The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.

(c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

(d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

(e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.

(2) (a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

(b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless–

1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
3. he is not qualified or is disqualified for appointment;

4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
5. section 162 is applicable to the case.

APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY

157.(1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.

(2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.

(3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

158.(1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

(2) The company shall inform its members of the candidature of a person for the office of director under sub-section (1) in such manner as may be determined by central government.

RESIGNATION OF DIRECTOR

159.(1)A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by Central Government.

(2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:
Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

(3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR

160.The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing

Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

APPOINTMENT OF TECHNICAL DIRECTORS

161.a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.

b) Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in 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.

REMOVAL OF DIRECTORS

162. (1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:
Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.

(2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.

(3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.

(4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—

(a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and
(b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company),
and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:
Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).

(6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:
Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.

(8) Nothing in this section shall be taken -

(a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or as derogating from any power to remove a director under other provisions of this Act.

ELIGIBILITY FOR RE-ELECTION

163. A retiring Director shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS
MEETINGS OF BOARD

164. (1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:
Provided that the Central Government may, by notification, direct that the provisions of this sub-section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

(2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.
Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

(3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:
Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:
Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

(4) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

(5) The Board may meet either at the Office of the Company, or at any other location in India or outside India, as the Chairman may determine.

QUORUM

165. (1) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.

(2) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.

(3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.

(4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

CASTING VOTE

166. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN

167. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office.

COMMITTEES AND DELEGATION BY THE BOARD

168. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.

169. The Company shall constitute such Committees as may be required under the Act or applicable provisions of Law.

170. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

171. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

172. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:
Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

PASSING OF RESOLUTION BY CIRCULATION

173.(1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by Central Government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:
Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.

(2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

SPECIAL NOTICE

174.Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

GENERAL POWERS OF THE BOARD

175.(1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:
Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting:
Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.

(2) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

176.The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -

(a) to make calls on shareholders in respect of money unpaid on their shares;
(b) to authorize buy-back of securities under section 68;
(c) to issue securities, including debentures, whether in or outside India;
(d) to borrow monies;
(e) to invest the funds of the company;
(f) to grant loans or give guarantee or provide security in respect of loans;
(g) to approve financial statement and the Board's report;
(h) to diversify the business of the company;
(i) to approve amalgamation, merger or reconstruction;
(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) to make political contributions;
(l) to appoint or remove key managerial personnel (KMP);
(m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
(n) to appoint internal auditors and secretarial auditor;
(o) to take note of disclosure of director's interest and shareholding;
(p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
(q) to invite and accept or renew public deposits and related matters;
(r) to review or change the terms and conditions of public deposit;
(s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:
Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act.

POWERS OF THE BOARD

177.(1) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.
Provided that the Board shall not, except with the consent of the Company by a Special Resolution: -

(a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
(b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
(c) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:
Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.
(d) to remit, or give time for the repayment of, any debt due from a director.

(2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(3) Nothing contained in clause (a) of sub-section (1) shall affect -

(a) the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as is referred to in that clause, in good faith; or

(b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.

(4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this sub-section shall not be deemed to authorize the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.

(5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

POWER TO BORROW

178. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.

179. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

180. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

181. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

CONDITION ON WHICH MONEY MAY BE BORROWED

182. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

TERMS OF ISSUE OF DEBENTURES

183. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

184.(1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:
Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.

(2) No company shall issue any debentures carrying any voting rights.

(3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.

(4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.

(5) No company shall issue a prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by Central Government.

(6) A debenture trustee shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be determined by Central Government.

(7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:
Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.

(8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.

(9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.

(10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.

(11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.

(12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.

(13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

EXECUTION OF INDEMNITY

185. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

CERTAIN POWERS OF THE BOARD

186. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.

2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.

3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.

4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.

6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.

7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.

9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.

10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.

11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.

13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be though fit.

14) Subject to the provisions of Sections 179,180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.

17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or

upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

20) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act and of the provision contained in these presents.

21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.

22) To redeem redeemable preference shares.

23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

APPOINTMENT OF INDEPENDENT DIRECTOR

187. Pursuant to Section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of Section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act -

(i) an independent director;

(ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

KEY MANAGERIAL PERSONNEL
APPOINTMENT OF KEY MANAGERIAL PERSONNEL

188.(1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

(2) Whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-clause shall disentitle key managerial personnel from being a director of any company with the permission of the Board.
Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel.
Provided also that a company may appoint or employ a person as its managing director ,if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

REMUNERATION OF KEY MANAGERIAL PERSONNEL

189.The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

190.Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

191.No company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who -

(a) is below the age of twenty-one years or has attained the age of seventy years:
Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
(c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.

192. Special to any contract between him and the Company, a Managing or Whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

193. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely: -

a) Managing Director and

b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

THE SECRETARY

194. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

THE SEAL, ITS CUSTODY AND USE

195. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

MINUTES

196. (1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

(2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.

(a) in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the next succeeding meeting.

In the case of minutes of proceedings of a General Meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.

197. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 191 above, shall be evidence of the proceedings recorded therein.

198. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 196 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.

199.(1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday

(2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.

(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -

(a) the names of the directors present at the meeting; and

(b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.

(7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting -

(a) is or could reasonably be regarded as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED

200.Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

DIVIDENDS

201.(1) No dividend shall be declared or paid by a company for any financial year except -

(a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or

(b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government:

Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by Central Government in this behalf:

Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.

(2) The depreciation shall be provided in accordance with the provisions of Schedule II of the Act.
(3) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:
Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

(4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

(5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:
Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:
Provided further that any dividend payable in cash may be paid by cheque or warrantor in any electronic mode to the shareholder entitled to the payment of the dividend.

(6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

DIVIDEND TO JOINT HOLDERS

202. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.

203. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

APPORTIONMENT OF DIVIDENDS

204. All dividends shall be apportioned and paid proportionate to the amounts paid or credited as paid on the shares, during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

DECLARATION OF DIVIDENDS

205. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declare a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

RESTRICTION ON AMOUNT OF DIVIDEND

206. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST

207. (1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

(2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

INTERIM DIVIDENDS

208. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

DEBTS MAY BE DEDUCTED

209. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

DIVIDEND AND CALL TOGETHER

210. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

EFFECT OF TRANSFER

211. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

RETENTION IN CERTAIN CASES

212. The Board may retain the dividends payable upon shares in respect of which any person is, under Articles entitled to become a Member, which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THEREOUT

213. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

PAYMENT BY POST

214. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so send shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means. The

Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS

215. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within thirty days from the date of the declaration of the dividend unless:

(a) the dividend could not be paid by reason of the operation of any law or

(b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or

(c) there is dispute, regarding the right to receive the dividend or

(d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or

(e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

UNPAID OR UNCLAIMED DIVIDEND

216. (1) Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

(2) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.

(3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

(4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.

(5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.

(6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:
Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by Central Government.

CAPITALIZATION OF RESERVES

217. (a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit

of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or

(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or

(3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and

(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.

(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or of invalidity in the proceedings with reference to the sale.

(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

FRACTIONAL CERTIFICATES

218.(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and

(b) Generally, do all acts and things required to give effect thereto.

(2) The Board shall have full power:

(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also

(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalized of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

DIVIDEND IN CASH

219.No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

220.The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

BOOKS OF ACCOUNTS
BOOKS OF ACCOUNTS TO BE KEPT

221.The Company shall cause to be kept proper books of account with respect to:

(i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;

(ii) all sales and purchases of goods and services by the company;

(iii) the assets and liabilities of the company; and

(iv) the items of cost as may be determined by Central Government under section 148 in the case of a company which belongs to any class of companies specified under that section;

BOOKS WHERE TO BE KEPT AND INSPECTION

222.(1) Every company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by Central Government.

(2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).

(3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

INSPECTION BY MEMBERS

223. The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

224. The Board shall have power on giving not less than seven days' previous notice or such lesser period as may be specified, in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may deem expedient.
If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be at least 30 (thirty) days.

STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

225. The Board of Directors shall from time to time, in accordance with Sections 129 and134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

FINANCIAL STATEMENT

226. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.
If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that option shall be stated.

AUTHENTICATION OF FINANCIAL STATEMENT

227. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon. Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

228. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company or Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The Board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of Article 229. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

229. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

(a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;

(b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

230. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

231. (1) Without prejudice to the provisions of Section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member

of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by Central Government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall -

(a) place separate audited accounts in respect of each of its subsidiary on its website, if any;

(b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.

(2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

ACCOUNTS TO BE AUDITED

232.(1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

(2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

APPOINTMENT OF AUDITORS

233.(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

(a) he is not disqualified for re-appointment;

(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and

(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

(4) The company shall not appoint or reappoint -

(a) an individual as auditor for more than one term of five consecutive years; and

(b) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.

(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.

POWER OF BOARD TO MODIFY FINAL ACCOUNTS

234. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

SERVICES OF DOCUMENTS BY COMPANY

235. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by Central Government:

A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier, to him to his registered address or through electronic means.

Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

A document or notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or notice to or on the joint- holder named first in the Register of Members in respect of the Share.

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles,

shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

SERVICE OF DOCUMENTS ON COMPANY

236. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:
Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode in accordance with the Act and rules made thereunder.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

237. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

REGISTERS AND DOCUMENTS
REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

238. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:
(a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
(b) Register of mortgages and charges as required by Section 85 of the Act.
(c) Register and index of Member and debenture holders as required by Section 88 of the Act.
(d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
(e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
(f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
(g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM

239. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—
(a) required to be kept by a company; or
(b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

INDEMNITY

240. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

WINDING UP
DISTRIBUTION OF ASSETS

241.(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.

(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE

242.A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.

SECRECY CLAUSE

243.No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

244.Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which my come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

INSPECTION BY SHAREHOLDERS

245.The register of charges, register of investments, Register of Members, Books of accounts and the minutes of the meeting of the shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

246. Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer.

SIGNING OF CHEQUES

247. Subject to applicable Law and Section 64 of the Act, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

248. The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of Law, as may be applicable from time-to-time.

AUTHORIZATIONS

249. (a) Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein).

(b) If pursuant to the approval of these Articles, if the Act requires any matter any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

This set of articles of association was adopted by the members through a special resolution at the EGM on 28th February 2018.

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 Red Herring 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 Red Herring Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Eco Space Business Park, Unit No. 4B, 9th Floor, Room No. – 902, New Town, Rajarhat, Kolkata – 700 156 from date of filing the Red Herring Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated September 10, 2018 between our Company and the BRLMs.
2. Registrar Agreement dated September 10, 2018 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated [●] between our Company and Underwriter viz. BRLM.
4. Market Making Agreement dated [●] between our Company, the Market Maker and the BRLMs.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated April 20, 2018.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated May 24, 2018.
7. Banker's to the Issue Agreement dated [●] between our Company, the BRLMs, Escrow Collection Bank, Syndicate member(s) and the Registrar to the Issue.
8. Syndicate Agreement dated [●] between our Company, the BRLMs and Syndicate Member(s).

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation as amended from time to time.
2. Board resolution dated August 08, 2018 and special resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on September 03, 2018.
3. Statement of Possible Tax Benefits dated September 28, 2018 issued by the peer review certified auditor, M/s. Gupta Agarwal & Associates, Chartered Accountants.
4. Copy of Restated Audit report from the peer review certified auditor, M/s. Gupta Agarwal & Associates, Chartered Accountants, dated September 28, 2018 included in the Draft Red Herring Prospectus.
5. Copies of Annual reports of the Company for the years ended March 31, 2018, 2017, 2016, 2015 and 2014.
6. Consents of Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Legal Advisor to the Issue, Advisors to the Company, Bankers to our Company, Banker to the Issue, Book Running Lead Managers, Registrar to the Issue, Underwriter, Market Maker and Syndicate member to include their names in the Draft Red Herring Prospectus to act in their respective capacities.
7. Due Diligence Certificate dated [●] from the Book Running Lead Managers to SEBI.
8. In-principle Approval dated [●] from the BSE Limited for listing the Equity Shares on the SME Platform of BSE.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION BY THE COMPANY

All the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

Signed by all the Directors of our Company

Name and Designation	Signature
Mr. Rajendra Seksaria *Chairman & Managing Director* *DIN: 00943462*	Sd/-
Mr. Dinesh Bajaj *Executive Director* *DIN: 00638230*	Sd/-
Mrs. Vineeta Agrawal *Independent Director* *DIN: 02960284*	Sd/-
Mr. Pradip Sen *Independent Director* *DIN: 02281015*	Sd/-
Mrs. Divya Awasthi *Non-Executive Director* *DIN: 08179589*	Sd/-

Signed by the Chief Financial Officer and the Company Secretary and Compliance Officer of our Company

Sd/-

Mr. Dinesh Bajaj
Chief Financial Officer

Sd/-

Mr. Sanjay Bajaj
Company Secretary and Compliance Officer

Place: Kolkata
Date: September 28, 2018

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Innovators Façade Systems Limited	40.76	72.00	May 24, 2018	72.00	-13.19% (2.96%)	-18.13% (10.45%)	Not Applicable
2.	Shree Vasu Logistics Limited	9.29	45.00	June 4, 2018	48.00	24.00% (0.67%)	41.78% (8.97%)	Not Applicable
3.	Affordable Robotic & Automation Limited	22.79	85.00	June 4, 2018	90.05	35.29% (1.05%)	25.88% (9.43%)	Not Applicable
4.	Latteys Industries Limited	8.07	66.00	June 5, 2018	68.00	0.68% (1.67%)	-6.82% (9.34%)	Not Applicable
5.	Nakoda Group of Industries Limited	6.43	35.00	June 6, 2018	36.00	5.43% (1.12%)	19.71% (8.91%)	Not Applicable
6.	ShreeOswal Seeds and Chemicals Limited	11.90	26.00	June 20, 2018	27.00	4.42% (1.72%)	3.85% (5.62%)	Not Applicable
7.	Priti International Limited	5.25	75.00	June 21, 2018	81.00	31.33% (2.51%)	30.67% (5.01%)	Not Applicable
8.	Accuracy Shipping Limited	35.76	84.00	June 22, 2018	88.00	9.52% (2.43%)	2.98% (3.81%)	Not Applicable
9.	Ganga Forging Limited	5.00	21.00	July 11, 2018	21.10	0.00% (4.77%)	Not Applicable	Not Applicable
10.	Ushanti Colour Chem Limited	11.56	60.00	August 02, 2018	64.20	17.58% (3.88%)	Not Applicable	Not Applicable

Note:

Innovative Ideals and Services (India) Limited and Manorama Industries Limited have registered their Prospectus with Registrar of Companies for Initial Public Offer and are in process of listing.

Vinny Overseas Limited has registered its Prospectus with Registrar of Companies for Initial Public Offer.

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
15-16	*9	54.01	-	-	1	3	2	3	-	1	1	4	3	-
16-17	**24$	204.56	-	-	5	5	3	8	-	1	5	10	1	6
17-18	***30	610.90	-	-	4	10	7	9	-	2	5	12	3	8
18-19	****17$$#	272.30	-	-	3	1	2	10	-	-	-	-	-	-

*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

**The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

***The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited, Lexus Granito (India) Limited, Worth Peripherals Limited, R M Drip and Sprinklers Systems Limited, Shree Tirupati Balajee FIBC Limited, Innovative Tyres and Tubes Limited, Poojawestern Metaliks Limited, Airo Lam Limited, Goldstar Power Limited, IRIS Business Services Limited, Tirupati Forge Limited, Beta Drugs Limited, One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited and Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017 July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017, August 23, 2017, September 27, 2017, October 04, 2017, October 05, 2017, October 05, 2017, October 05, 2017, October 06, 2017, October 10, 2017, October 11, 2017, October 12, 2017, October 12, 2017, December 26, 2017, December

29, 2017, February 05, 2018, February 08, 2018, February 09, 2018, February 12, 2018, February 15, 2018, February 16, 2018, February 19, 2018 and March 22, 2018 respectively.

****The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovators Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited and Ushanti Colour Chem Limited were listed on April 3, 2018, April 12, 2018, April 12, 2018, April 12, 2018, April 26, 2018, May 11, 2018, May 11, 2018, May 24, 2018, June 4, 2018, June 4, 2018, June 5, 2018, June 6, 2018, June 20, 2018, June 21, 2018, June 22, 2018, July 11, 2018 and August 02, 2018 respectively.

$. As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.

$$ The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovator Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited and Ushanti Colour Chem Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

As on 30th trading day the closing price of the script Ganga Forging Limited was at par with the issue price. Hence it is not considered for counting the numbers of IPOs trading at discount and premium.

Note: *Majestic Research Services and Solutions Limited and Ambition Mica Limited are Further Public Offerings lead managed by Pantomath Capital Advisors Private Limited in the Financial Years 2016-17 and 2017-18 respectively and the same have not been included in the above mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only*.

Annexure A

FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES PRIVATE LIMITED

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (in Rs.)	Listing Date	Opening Price on Listing Date	+/-% change in closing price, [+/- % change in Closing benchmark] 30th calendar days from listing	+/- % change in closing price, [+/ change in closing benchmark] 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Dhruv Wellness Limited	5.56	20.00	12-09-2017	19.60	2.82, [0.07]	2.56, [4.03]	7.18, [5.47]
2	A&M Febcon limited	6.68	18.00	14-09-2017	18.00	-11.11, [1.21]	-23.89, [2.52]	-37.50, [5.01]
3	Sagar Diamonds Limited	15.21	45.00	26-09-2017	45.00	-21.55, [4.90]	-6.85, [7.63]	-38.05, [4.64]
4	Siddharth Education Services Limited	10.88	35.00	12-10-2017	36.90	20.83, [2.65]	0.24, [6.99]	-34.05, [5.28]
5	Diggi Multitrade Limited	3.38	13.00	22-12-2017	13.25	-1.00, [5.47]	-22.87, [-2.75]	-41.90, [4.73]
6	Kids Medical Limited	6.00	30.00	22-12-2017	32.40	-2.47, [5.47]	63.61, [-2.75]	-16.45, [4.73]
7	Suumaya Life Style Limited	13.84	18.00	04-06-2018	18.00	-2.52, [1.33]	73.67, [8.97]	N.A.
8	Debock Sales and Marketing Limited	4.44	20.00	05-06-2018	20.95	-18.18, [1.48]	-33.66, [9.34]	N.A.
9	Deep Polymers Limited	15.24	40.00	23-08-2018	41.90	-2.20,[-5.30]	N.A.	N.A.
10	Aaron Industries Limited	4.78	38.00	03-09-2018	38.50	N.A.	N.A.	N.A.

Note:

a. The BSE SENSEX & CNX NIFTY are considered as the Benchmark Index.
b. Price on BSE/NSE are considered for all the above calculations
c. In case 30th, 90th and 180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered. The following scrips have fallen under this category:
   a) A&M Febcon Limited

b) *Siddharth Education Services Limited*
c) *Diggi Multitrade Limited*
d) *Kids Medical Limited*
e) *Suumaya Lifestyle Limited*
f) *Sagar Diamonds Limited*
g) *Dhruv Wellness Limited*
h) *Debock Sales and Marketing Limited*
i) *Deep Polymers Limited*

d. In case 30th, 90th and 180th day, scripts are not traded then last trading price has been considered. The following scripts have fallen under this category:
a) *Dhruv Wellness Limited*
b) *Sagar Diamonds Limited*
c) *A&M Febcon Limited*
d) *Siddharth Education Services Limited*
e) *Diggi Multitrade Limited*
f) *Kids Medical Limited*

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by the Book Running Lead Manager are provided.

Summary statement of Disclosure:

Financial Year	***Total no. of IPOs***	***Total Funds Raised*** (Rs. ***in Cr.)***	***Nos. of IPOs trading at discount - 30th calendar day from listing day***			***Nos. of IPOs trading at premium - 30th calendar day from listing day***			***Nos. of IPOs trading at discount - 180th calendar day from listing day***			***Nos. of IPOs trading at premium - 180th calendar day from listing day***		
			Over 50%	***Between 25-50%***	***Less than 25%***	***Over 50%***	***Between 25-50%***	***Less than 25%***	***Over 50%***	***Between 25-50%***	***Less than 25%***	***Over 50%***	***Between 25-50%***	***Less than 25%***
2016-17	2	10.52	N.A	N.A	1	N.A	N.A	1	N.A	N.A	2	N.A	N.A	N.A
2017-18	8	62.94	N.A	N.A	4	N.A	N.A	4	N.A	4	1	N.A	1	2
2018-19$	4	38.30	N.A	N.A	1	N.A	N.A	1	N.A	N.A	N.A	N.A	N.A	N.A

$ Upto September 25, 2018