



VCU Data Management Limited
(C.I.N.-U74999MH2013PLC240938)

Our Company was originally incorporated as “VCU Data Management Limited.” on 13/03/2013 under the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai. Simultaneously, a Certificate for Commencement of Business was issued to us by the Registrar of Companies, Maharashtra, Mumbai on 15/05/2013.

The registered office of our Company originally situated at C-3, Commerce House, Nagindas Master Road, Fort, Mumbai 400023, Maharashtra has been shifted to 1/1A, 5th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai – 400001 w.e.f.01/05/2013. For more details, please refer section titled “History and Certain Corporate Matters” on Page No.93 of this Prospectus.

Registered Office: 1/1A, 5th Floor, Rahimtoola House, 7, Homji Street, Fort,
Mumbai 400001, Maharashtra.

Tel. No. 022- 22666898 Fax No 022- 22666898

Website: www.vcupack.com; **E-mail:** cs@vcupack.com

Contact Person: Ms. Vishakha K. Mehta, Company Secretary and Compliance Officer

Tel. No. : 022- 22666898

Our Promoters : Mr Hardik H. Sanghvi, Mr Sanjay Vardhan & Mr Shripal Bafna
The Issue
<p>PUBLIC ISSUE OF 75,00,000 EQUITY SHARES OF RS. 10/- EACH (EQUITY SHARES OF VCU DATA MANAGEMENT LIMITED (“VCU”, “THE COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF RS. 25/- PER EQUITY SHARE (THE ISSUE PRICE) AGGREGATING TO RS. 1875 LACS (THE ISSUE). THE FACE VALUE OF THE SHARE IS RS.10/- EACH AND THE ISSUE PRICE IS 2.5 (TWO AND HALF) TIMES OF THE FACE VALUE.THE ISSUE IS BEING MADE IN TERMS OF CHAPTER X B OF SEBI (ICDR) REGULATIONS, 2009 AS AMENDED (THE “SEBI REGULATIONS”). OUT OF THE PROPOSED ISSUE OF 75,00,000 EQUITY SHARES, 31,50,000 EQUITY SHARES ARE RESERVED FOR SUBSCRIPTION BY THE PROMOTERS AND 3,78,000 EQUITY SHARES ARE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER (AS DEFINED IN THE SECTION “DEFINITIONS AND ABBREVIATIONS”) (THE “MARKET MAKER RESERVATION PORTION”).THE ISSUE LESS THE PORTION RESERVED FOR THE PROMOTERS AND THE MARKET MAKER i.e. ISSUE OF 39,72,000 EQUITY SHARES OF RS 10/- EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 48.39% AND 25.63%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. THIS BEING A FIXED PRICE ISSUE, AS PER SUB CLAUSE (4) OF REGULATION 43 OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED (THE “SEBI REGULATIONS”), OUT OF THE NET OFFER OF 39,72,000 EQUITY SHARES, NOT LESS THAN 50% SHALL BE AVAILABLE TO RETAIL INDIVIDUAL INVESTORS AND THE REMAINING TO INDIVIDUAL APPLICANTS OTHER THAN RETAIL INVESTORS AND OTHER INVESTORS INCLUDING CORPORATE BODIES OR INSTITUTIONS IRRESPECTIVE OF THE NUMBER OF SHARES APPLIED FOR. IF THE RETAIL INDIVIDUAL INVESTOR CATEGORY IS ENTITLED TO MORE THAN 50 % ON PROPORIONATE BASIS, THEY SHALL BE ALLOTED THAT HIGHER PERCENTAGE.</p>
<p align="center">THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER X-B OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.</p> <p align="center">For Further Details See “Issue Related Information” Beginning On Page No. 143 of this Prospectus</p>
<p>All potential investors may participate in the Issue 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 “Issue Procedure” on Page No. 147 of this Prospectus. In case of delay, if any in refund, our Company shall pay</p>

interest on the application money at the rate of 15% per annum for the period of delay.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of Equity Shares of the Company, there has been no formal market for the Equity Shares of the Company. The face value of the Equity Shares is Rs. 10/- per Equity Share and the Issue Price is 2.5 (Two and Half) times of the face value. The Issue Price (as determined by the Company, in consultation with the Lead Manager and as stated under the paragraph ‘**Basis For Issue Price**’ on Page No.65 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares of the Company or regarding the price at which the Equity Shares will be traded after listing. However as required under Regulation 106 V (1) of SEBI (ICDR) Regulations in respect of the issues to be listed on SME Exchange, the Lead Manager will arrange for compulsory market making in the shares for an initial period of three years from the date of listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and the Issue including the risks involved. The Equity Shares offered in this Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the statements in the section titled “Risk Factors” beginning on Page No. 13 of this Prospectus.**

ISSUERS’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of the BSE Limited (“BSE”). In terms of Chapter X B of SEBI (ICDR) Regulations, 2009 as amended from time to time, we are not required to obtain any in principle listing approval for the shares being offered in this Issue. However, our Company has received an approval letter dated _____ from BSE for using its name in the Offer Document for listing our shares on the SME Platform of the BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”)

LEAD MANAGER TO THE ISSUE

Networth Stock Broking Ltd

SEBI Registration No.: INM000011013

1001/02, 10th Floor,

Atlanta Centre, Opp Udyog Bhavan,

Sonavala Road, Goregaon East,

Mumbai 400063 (Maharashtra)

Tel : +91-22 30641600; **Fax :** +91-22-26850257

Website: www.networthdirect.com

E-mail: manish.ajmera@networthdirect.com

Contact Person: Mr. Manish Ajmera

REGISTRAR TO THE ISSUE

Sharepro Services (I) Pvt Ltd

SEBI Registration No.: INR000001476

13AB, Samitha Warehousing Complex,

2nd Floor, Sakinaka Telephone Exchange Lane,

Off Andheri Kurla Road, Sakinaka,

Andheri (E), Mumbai 400072.

Tel: +91-22- 61915402/ 5404

Fax: +91-22- 61915444

Email: sme.ipo@ shareproservices.com

Website: www.shareproservices.com

Contact Person: Mr. Subhash Dhingreja

Issue Opens on

Issue closes on

TABLE OF CONTENTS		
S.No	PARTICULARS	PAGE NO.
I	GENERAL	4
1.1	DEFINITIONS	4
1.2	CONVENTIONAL / GENERAL TERMS	4
1.3	ISSUE RELATED TERMS	5
1.4	ABBREVIATIONS	7
1.5	COMPANY AND INDUSTRY RELATED TERMS	10
1.6	CERTAIN CONVENTIONS, USE OF MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION	11
1.7	FORWARD LOOKING STATEMENTS	12
II	RISK FACTORS	13
2.1	MATERIALITY	13
2.2	INTERNAL RISK FACTORS	13
2.3	EXTERNAL RISK FACTORS	21
III	INTRODUCTION	26
3.1	SUMMARY OF OUR INDUSTRY	26
3.2	SUMMARY OF OUR BUSINESS	29
3.3	SUMMARY OF OUR FINANCIAL INFORMATION	40
3.4	THE ISSUE DETAILS IN BRIEF	43
3.5	GENERAL INFORMATION	44
3.6	CAPITAL STRUCTURE	50
IV	PARTICULARS OF THE ISSUE	62
4.1	OBJECTS OF THE ISSUE	62
4.2	BASIC TERMS OF THE ISSUE	64
4.3	BASIS FOR THE ISSUE PRICE	65
4.4	STATEMENT OF TAX BENEFITS	67
V	ABOUT THE ISSUER COMPANY	75
5.1	INDUSTRY OVERVIEW	76
5.2	OUR BUSINESS OVERVIEW	78
5.3	KEY INDUSTRY REGULATIONS AND POLICIES	89
5.4	HISTORY AND CERTAIN CORPORATE MATTERS	93
5.5	OUR MANAGEMENT	94
5.6	OUR PROMOTERS AND PROMOTER GROUP	104
5.7	DIVIDEND POLICY	108
VI	FINANCIAL INFORMATION OF THE COMPANY	109
6.1	FINANCIAL STATEMENTS OF THE COMPANY	109
6.2	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL	131
VII	LEGAL AND OTHER INFORMATION	133
7.1	OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	133
7.2	GOVERNMENT & OTHER KEY APPROVALS	133
7.3	OTHER REGULATORY AND STATUTORY DISCLOSURES	134
VIII	ISSUE RELATED INFORMATION	143
8.1	TERMS OF THE ISSUE	143
8.2	ISSUE STRUCTURE	145
8.3	ISSUE PROCEDURE	147
IX	MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF THE	171
X	OTHER INFORMATION	205
10.1	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	205
XI	DECLARATION	207

SECTION I - GENERAL

1.1 - DEFINITIONS:

TERM	DESCRIPTION
“VCU”, “the Company”, “We”, “us” and “our”	Unless the context otherwise requires, refers to VCU Data Management Ltd, a public limited company incorporated under the Companies Act, 1956.
“You”, “Your” or “Yours”	Prospective Investors in this Issue

1.2 GENERAL TERMS: CONVENTIONAL /

TERMS	DESCRIPTION
Articles of Association	The Articles of Association of the Company i.e., VCU Data Management Ltd, as amended from time to time.
Auditors / Statutory Auditors	The Statutory Auditors of the Company, being M/s S. D. Motta & Associates, Chartered Accountants.
Board of Directors/ Board	The Board of Directors of the Company or a committee (s) constituted thereof
Companies Act / Act	The Companies Act, 1956 as amended from time to time
Depositories Act	The Depositories Act, 1996 as amended from time to time
Director(s) / Our Directors	Director(s) of VCU Data Management Ltd, unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof
Executive Directors	Executive Directors are the Whole time Directors of our Company
Financial Year/ Fiscal/ FY	The period of twelve months ended March 31 of that particular year.
GIR Number	General Index Registry Number
Group Companies	The companies / firms and ventures disclosed in “ Our Promoter Group and Group Companies / Entities ” on Page No. 104 promoted by the Promoters, irrespective of whether such entities are covered under Section 370 (1) (B) of the Companies Act, 1956
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IT Act	The Income Tax Act, 1961
I.T. Rules	The Income Tax Rules, 1962, as amended from time to time, except as stated otherwise.
MOA / Memorandum of Association	The Memorandum of Association of the Company, i.e., VCU Data Management Ltd , as amended.
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and / or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters	Mr. Hardik H. Sanghvi, Mr. Sanjay Vardhan & Mr. Shripal Bafna

Promoter Group	The persons and entities constituting the promoter group pursuant to regulation 2(1) (zb) of the SEBI (ICDR) Regulations, 2009 and disclosed in “Our Promoter Group and Group Companies/entities” on Page No,104.
RBI	Reserve Bank of India constituted under the RBI Act.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of the Company	1/1A, 5 th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai 400001
RoC	Registrar of Companies, Maharashtra, 100, Everest, Marine Drive, Mumbai - 400002
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on Aug 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited

1.3 ISSUE RELATED TERMS

TERMS	DESCRIPTION
Allotment/ Allot/Allotted	Unless the context otherwise requires, issue of Equity Shares pursuant to this Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount (ASBA)	Means an application for subscribing to an issue containing an authorization to block the application money in a bank account.
ASBA Applicant	Any Applicant who intends to apply through ASBA.
ASBA Application Form	The form, whether physical or electronic, used by an ASBA Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus.
Bankers to the Company	ICICI Bank Ltd.
Bankers to the Issue / Escrow Collection Bank(s)	Indusind Bank Ltd.
Basis of allotment	The basis on which the Equity Shares will be Allotted, described in “Issue Procedure – Basis of Allotment” on Page No. 157 of the Prospectus
BSE	Bombay Stock Exchange Limited.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time.
Depository Participant/ DP	A Depository Participant as defined under the Depositories Act,1996

Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form used by ASBA Applicant and a list of which is available on http://www.sebi.gov.in
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, and the amounts blocked by the SCSBs are transferred from the bank accounts of the ASBA Applicant to the Public Issue Account, as the case may be, after the Prospectus is filed with the ROC, following which the Board of Directors shall Allot Equity Shares to the Allottees.
Designated Stock Exchange	BSE
DP ID	Depository Participant's Identity.
Draft Prospectus	This Draft Prospectus dated _____ filed with the BSE
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares
Employees	Permanent Employees of VCU Data Management Ltd as on 31.05.2013 including both staff and workmen employees.
Equity Shares	Equity Shares of the Company of face value of Rs. 10/- each unless otherwise specified in the context thereof.
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Applicant (excluding the ASBA Applicant) will issue cheques or drafts in respect of the Application Amount when submitting an Application.
Escrow Agreement	Agreement entered into amongst the Company, Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and conditions thereof.
Escrow Collection Bank(s)	The banks, which are registered with SEBI as Banker (s) to the Issue at which the Escrow Account for the Issue will be opened, in this case being Indusind Bank Ltd..
Indian National	As used in the context of a citizen of India as defined under the Indian Citizenship Act, 1955, as amended from time to time, who is not an NRI.
IPO	Initial Public Offer.
Issue / Issue Size	The public issue of 75,00,000 Equity Shares of Rs. 10 each at the Issue Price of Rs. 25 /- each aggregating to Rs. 1875.00 Lacs.
Issue Opening Date	_____
Issue Closing Date	_____
Issue Price	The price at which Equity Shares are being issued by our Company under this Prospectus being Rs. 25 /-
LM / Lead Manager	Lead Manager to the Issue, in this case being M/s. Networth Stock Broking Ltd.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the SME Platform of BSE.
Market Makers	Member Brokers of BSE who are specifically registered as Market Makers with the BSE. In our case, Networth Stock Broking Ltd is the sole Market Maker.
Net Issue	The Issue of 39,72,000 Equity Shares of Rs.10/- each at a price of Rs. 25/- (including share premium of Rs.15/-) per Equity Share aggregating to Rs.993.00 Lacs by M/s. VCU Data Management Ltd.
Nominated Investor	Nominated Investor means a Qualified Institutional Buyer or Private Equity Fund, who enters into an agreement with the Merchant Banker to subscribe to the issue in case of under- subscription or to receive or deliver the specified securities in the market making process.
Non Institutional Investors / Applicants	All Investors that are not QIBs (but not including NRIs other than eligible NRIs) or Retail Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000/-

Prospectus	The Prospectus, filed with the Registrar of Companies, Maharashtra, Mumbai containing, inter alia, the Issue Price, the size of this Issue and other information.
Public Issue / Issue / IPO	Public Issue of 75,00,000 equity shares of Rs.10/- each for cash at a premium of Rs.15/- per share (Price of Rs. 25/- per share) aggregating to Rs.1875 Lacs (the issue) by VCU Data Management Ltd (Our Company or Issuer). The face value of the share is Rs.10/- each and the issue price is Rs. 25/- (2.5 times of the face value)
Public Issue Account	Account opened with the Banker to the Issue to receive monies from the Escrow Account and from SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Institutional Buyers or QIBs	Public financial institutions as defined in section 4A of the Companies Act, 1956, scheduled commercial banks, mutual funds, foreign institutional investors registered with SEBI, multilateral and bilateral Development Financial Institutions, Venture Capital funds registered with SEBI, Foreign Venture Capital Investors registered with SEBI, State Industrial Development Corporations, Insurance Companies registered with the Insurance Regulatory and Development Authority (IRDA), Provident Funds with a minimum corpus of Rs. 25 crores and Pension Funds with a minimum corpus of Rs. 25 crores).
Refund Account	Account opened with an Escrow Collection Bank from which the refunds of the whole or part of the Application Amount (excluding to the ASBA Applicants), if any, shall be made.
Refund Banker	Indusind Bank Ltd.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds mean refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable.
Registrar/ Registrar to this Issue	Registrar to the Issue being Sharepro Services (I) Pvt Ltd.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended from time to time
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs who apply for the Equity Shares of a value of not more than Rs.2,00,000.
Self Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available on http://www.sebi.gov.in/
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
Underwriters	The LM and others who have agreed to underwrite this Issue as per SEBI (Underwriters) Regulations, 1993 as amended
Underwriting Agreement	The Agreements entered into between the Underwriters and the Company
Working Day	All days other than a Sunday or a public holiday (except during the Issue Period where a working day means all days other than a Saturday, Sunday or a public holiday), on which commercial banks in India are open for business

1.4 - ABBREVIATIONS

Abbreviation	Full Form
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount

Abbreviation	Full Form
LM	Book Running Lead Manager
BSE	Bombay Stock Exchange Limited
CAGR	Compound Annual Growth Rate
CAN	Confirmation of Allocation Note
CB	Controlling Branch
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
DB	Designated Branch
DIN	Director's Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identification Number
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting of the shareholders
EME	Emerging Market Economies
EPS	Earnings per Equity Share
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the rules and regulations issued thereunder
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FII	Foreign Institutional Investor [as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time] registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FIs	Financial Institutions
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GBS	Gross Budgetary Support
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI / Government	Government of India
HNI	High Net Worth Individual
HUF	Hindu Undivided Family

Abbreviation	Full Form
ICAI	Institute of Chartered Accountants of India
IIP	Index of Industrial Production
IMF	International Monetary Fund
INR	Indian National Rupee
IPO	Initial Public Offering
IT Act	Income Tax Act, 1961, as amended
Ltd.	Limited
MAPIN	Market Participant and Investor Database
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulation, 1992
M&A	Mergers & Acquisitions
NEFT	National Electronic Fund Transfer
NR	Non-Resident
NRE Account	Non Resident (External) Account
NRI	Non-Resident Indian
NRO Account	Non Resident (Ordinary) Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB	Overseas Corporate Body
P/E Ratio	Price / Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PVT.	Private
RBI	The Reserve Bank of India
RoNW	Return on Net Worth
R&D	Research & Development
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self Certified Syndicate Bank
STT	Securities Transaction Tax
SME	Small and Medium Enterprises
SPV	Special Purpose Vehicle

Abbreviation	Full Form
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
UoI	Union of India
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year on Year
Bn.	Billion
USD	US Dollar – Currency of United States of America
Registered Office	1/1A, 5 th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai – 400001
Corporate Office	VMukti House, Aryans Corporate Park, Near Shilaj Crossing, Thaltej, Ahmedabad – 380064, Gujarat, India.
VMukti	VMukti Solutions Pvt. Ltd.

1.5 -COMPANY AND INDUSTRY RELATED TERMS

Term	Description
CCTV	Close Circuit Television
CD	Compact Disc
CGI	Computer Generated Imagery
CPM	Critical Path Method
D.I.	Digital Intermediate
DLP	Digital Light Processing Technology
E & M	Entertainment & Media
ERP	Enterprise Resource Planning
IEC	Importer-Exporter Code
IP	Intellectual Property
IPR	Intellectual Property Right
M&E	Media & Entertainment
PERT	Program Evaluation and Review Technique
SFX	Sound Special Effects
TV	Television
HD	High Definition
HDMI	High Definition Multimedia Interface
LCD	Liquid Crystal Display
DVR	Digital Video Recorder
NVR	Network Video Recording
USB	Universal Serial Bus
2G	2 nd Generation
3G	3 rd Generation
4G	4 th Generation
WIFI	Wireless Fidelity
IPTV	Internet Protocol Television
MBPS	Mega Bite Per Second
MNGU	Mobile NEWS Gathering Unit

1.6 PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

In this prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “VCU Data Management Limited” and “VCU”, unless the context otherwise indicates or implies, refers to VCU Data Management Limited. In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac/Lakh” means “one hundred thousand”, the word million means “ten lac/lakh”, the word “crore” means “ten million” and the word “billion” means “one hundred crore”; and all references to “Rupees” or “Rs”. are to Indian Rupees and all references to “Dollar” or “\$” are to US Dollars. This Draft Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

Throughout this Prospectus, all figures have been expressed in lacs, unless otherwise specifically stated. Unless stated otherwise, the financial data in the Prospectus is derived from our audited financial statements prepared for the fiscal year March 31, 2013 & for period ended 31st May’2013 & the restated financial statements prepared for fiscal year 31st Marh’13 & for period ended 31st May’13 prepared in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2009 included under Section titled **“Financial Information of the Company”** beginning on Page No.109 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI Regulations. Our Company does not have any subsidiary. Accordingly, financial information relating to us is presented on a non-consolidated basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP and U.S. GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

For additional definitions used in this Prospectus, see the section Definitions and Abbreviations on Page No. 4-7 of this Prospectus. In the section titled “Main Provisions of Articles of Association”, defined terms have the meaning given to such terms in the Articles of Association of our Company.

Unless stated otherwise, market data used throughout this Prospectus was obtained from internal Company reports, data, websites and industry publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe market data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. Further, the extent to which the market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the Company conducts the business, and methodologies and assumptions may vary widely among different industry sources.

1.7 FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements” with respect to our financial condition, results of operations and business. These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “may”, “plan”, “project”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Similarly, statements that describe Company’s objectives, strategy, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from the expectations include, among others:

- General economic and business conditions in the markets in which we operate and in the local, regional, national & International economies;
- Changes in laws and regulations relating to the industries in which we operate;
- Increased competition in this industry;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Changes in technology & our ability to successfully implement the same;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, etc.;
- Inability to identify expansion opportunities or delays experienced or other problems in implementing projects;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Changes in political condition in India.
- Any Government Approvals
- The outcome of legal or regulatory proceedings that we might become involved in;
- Conflict of Interest with group entities and related parties
- Our dependence on our Promoters & key management personnels

For further discussion of factors that could cause Company’s actual results to differ, please see the section entitled “**Risk Factors**” included in this Prospectus on Page No. 13 onwards. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. In the light of inherent risks and uncertainties, the forward-looking statements, events and circumstances discussed in this Prospectus might not occur and are not guarantees of future performance.

Neither the Company, its Directors and Officers, any member of the Issue Management Team nor any of their respective affiliates has 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, for purposes of the Issue, the Company and the LM to the Issue will ensure that investors are informed of material developments relating to the business until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares pursuant to this Issue is received.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Investors should carefully consider all the information mentioned in this Prospectus, including the risks and uncertainties described below, before making an investment in our Company's Equity Shares. If any of the following risks actually occur, our business, financial condition and results of operation could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. In addition, the risks set out in the Prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which are currently deemed immaterial, may arise or become material to the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implications of any risks mentioned herein.

2.1 MATERIALITY

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

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

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "**Risk Factors**" on Page No. 13 and "**Management Discussion and Analysis of Financial Condition and Results of Operations**" on Page No. 131 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Audited Financial Statements" prepared in accordance with the Indian Accounting Standards.

2.2 INTERNAL RISK FACTORS

2.2.1 SPECIFIC TO THE COMPANY

1. **Our business is highly dependent on our Promoters Mr Hardik H Sanghvi and other key personnel, and the loss of, or inability to attract or retain, such persons could adversely affect our business and results of operations.**

Our business is highly dependent on our Promoters Mr Hardik H Sanghvi and other key personnel & further, we may not be able to redeploy and retain our technical personnel to keep pace with the continuing changes in our business or may incur increased cost on that account. While we believe that our relationship with our promoters & employees will be generally good, we cannot guarantee that we will not experience any strike, work stoppage or other industrial action in the future. The continued support of our senior management team, may be critical for managing our operations and meeting future business challenges.

2. **We have reported losses in the past.**

Our Company has reported net loss of (Rs.0.06)Lacs as on 31st March'2013 & same is due to recent incorporation on 13.03.13 & since company being operational for less than a month and no major activity was as yet started.

3. **Agreement entered into with VMukti Solutions Pvt. Ltd. (VMukti) contains an Exit Clause which could adversely affect the operations of the Company**

We have entered into an agreement with VMukti for having exclusive rights for Manufacturing & Marketing of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc. and any termination of this agreement with VMukti Solutions Pvt. Ltd. could adversely affect our future prospects of the company. However if any party desires to exit from the agreement then it has to be only through mutual understanding of both parties and through agreement duly accepted in writing to both parties.

4. Premises of our registered office & Corporate Offices are not owned by us. Our operation at these places will be affected, if we lose the possession of these properties.

We propose to operate out of leased facilities including our Registered Office (taken on lease for 3 years) & Corporate Office (taken on lease for 3 years) but these lease agreements can be terminated by the lessors at the end of the lease period. In case of such termination, we may encounter delay in finding suitable alternative properties in required timeframe or may not find alternatives at all.

5. We do not have long term contracts with customers and typically operate on the basis of client satisfaction, which could adversely impact our revenues and profitability.

We may not enter into any formal agreement or contract as we prefer to be dictated by our ethics and customer-centric nature of industry. Our business is dependent on the decisions and actions of our customers, and there are a number of factors relating to our customers that are outside our control that might result in loss of customers. Any of these factors could adversely affect our business operations and in turn adversely affect our financial operations.

6. All of our products are being manufactured in China & Hong Kong & are imported from there in India and any change in Government Import Policy could adversely affect our business badly.

As of now, all our products are being manufactured in China & Hong Kong & are imported from there in India. In future, if there is any adverse change in Government Import Policy, it could adversely affect our business badly as then it may take time to relocate the manufacturing base.

7. Our Company had allotted 77,50,000 Equity Shares at a price lower than the issue price during the last 12 months as per details given below :-

S.No	Name of the person	Category	No. of shares allotted at par	Date of allotment	Consideration
1	Manish D Desai	Individual	500000	20 th May' 13	Cash
2	Dipakkumar A Doshi	Individual	500000	20 th May' 13	Cash
3	Origin Data Solutions Pvt. Ltd.	Company	400000	20 th May' 13	Cash
4	Rao Ravi Jayesh	Individual	300000	20 th May' 13	Cash
5	Heta Mehta	Individual	280000	20 th May' 13	Cash
6	Hetal Mehta	Individual	280000	20 th May' 13	Cash
7	Divyesh Mehta	Individual	280000	20 th May' 13	Cash
8	Veena Mehta	Individual	280000	20 th May' 13	Cash
9	Jigna S Mehta	Individual	280000	20 th May' 13	Cash
10	Sagar Mehta	Individual	280000	20 th May' 13	Cash
11	Bharatbhai Y Mehta HUF	HUF	280000	20 th May' 13	Cash

12	AnilKumar A Doshi	Individual	250000	20 th May' 13	Cash
13	Nilang Kumar A Doshi	Individual	250000	20 th May' 13	Cash
14	Ishan G. Patel	Individual	250000	20 th May' 13	Cash
15	Ghanshyam M Patel	Individual	250000	20 th May' 13	Cash
16	Bharat U Gadhecha	Individual	200000	20 th May' 13	Cash
17	Kalpesh U Gadhecha	Individual	200000	20 th May' 13	Cash
18	Tushar D. Desai	Individual	150000	20 th May' 13	Cash
19	Brijesh Kumar D. Desai	Individual	150000	20 th May' 13	Cash
20	Hasmukhbhai Makwana	Individual	100000	20 th May' 13	Cash
21	Kusum Finserve Pvt Ltd	Individual	100000	20 th May' 13	Cash
22	KIFS Securities Limited	Individual	100000	20 th May' 13	Cash
23	Dapki Shilpaben Rajanbhai	Individual	90000	20 th May' 13	Cash
24	Vasudev G Dapki (HUF)	HUF	90000	20 th May' 13	Cash
25	Darshil Rajan Dapki	Individual	90000	20 th May' 13	Cash
26	Rajan Vasudev Dapki (HUF)	HUF	90000	20 th May' 13	Cash
27	Nishal Rajan Dapki	Individual	90000	20 th May' 13	Cash
28	Hirachand Dhokad	Individual	90000	20 th May' 13	Cash
29	Kirtan M Shah	Individual	60000	20 th May' 13	Cash
30	Virenbbhai Vinodbhai Shah	Individual	50000	20 th May' 13	Cash
31	Sahil Virenbbhai Shah	Individual	50000	20 th May' 13	Cash
32	Bhumika Manish Ramchandani	Individual	50000	20 th May' 13	Cash
33	Simran Rajesh Ramchandani	Individual	50000	20 th May' 13	Cash
34	Pramod Premchand Shah	Individual	50000	20 th May' 13	Cash
35	Rina Sandeep Shah	Individual	50000	20 th May' 13	Cash
36	Kalpana Pramod Shah	Individual	50000	20 th May' 13	Cash
37	Sandeep p Shah (HUF)	HUF	50000	20 th May' 13	Cash
38	Sandeep P Shah	Individual	50000	20 th May' 13	Cash
39	Ruchita Sumeeth Haran	Individual	50000	20 th May' 13	Cash
50	Sukhi Devi Haran	Individual	50000	20 th May' 13	Cash
41	Rameshkumar Haran	Individual	50000	20 th May' 13	Cash
42	Binaben Shailesh Desai	Individual	50000	20 th May' 13	Cash
43	Parshwa Shailesh Desai	Individual	50000	20 th May' 13	Cash

44	Bipin Vallabhbhai Patel	Individual	50000	20 th May' 13	Cash
45	Vinod B Jain	Individual	29900	20 th May' 13	Cash
46	Dharmeshbhai Zala	Individual	25000	20 th May' 13	Cash
47	Preetiben Zala	Individual	25000	20 th May' 13	Cash
48	Seema M Vardhan	Individual	25000	20 th May' 13	Cash
49	Ritaben Makwana	Individual	25000	20 th May' 13	Cash
50	Jignesh Makwana	Individual	25000	20 th May' 13	Cash
51	Rameshkumar Ukhchand (HUF)	HUF	20000	20 th May' 13	Cash
52	Mukesh Doshi	Individual	20000	20 th May' 13	Cash
53	Shailesh J. Doshi	Individual	20000	20 th May' 13	Cash
54	Ramesh Kumar Bafna	Individual	20000	20 th May' 13	Cash
55	Sheetal Haran	Individual	20000	20 th May' 13	Cash
56	Kamladevi	Individual	20000	20 th May' 13	Cash
57	Prithviraj Haran	Individual	20000	20 th May' 13	Cash
58	Babita Jain	Individual	20000	20 th May' 13	Cash
59	Mukesh Vardhan	Individual	15000	20 th May' 13	Cash
60	Vijaya Vinod Jain	Individual	10000	20 th May' 13	Cash
61	Ashok Daulatraj Bafna	Individual	10000	20 th May' 13	Cash
62	Savita Ashok Bafna	Individual	10000	20 th May' 13	Cash
63	Champalal V. Bohra (HUF)	HUF	10000	20 th May' 13	Cash
64	Shaileshkumar B Tated	Individual	10000	20 th May' 13	Cash
65	Seema S Jain	Individual	10000	20 th May' 13	Cash
66	Sungibai Bhabutmal Tated	Individual	10000	20 th May' 13	Cash
67	Shaileshkumar B Tated (HUF)	HUF	10000	20 th May' 13	Cash
68	Shripal K Bafna	Individual	10000	20 th May' 13	Cash
69	Dimple Shailesh Doshi	Individual	10000	20 th May' 13	Cash
70	Bhavna Bharat Jain	Individual	10000	20 th May' 13	Cash
71	Ramesh Kumar Jain (HUF)	HUF	10000	20 th May' 13	Cash
72	Sureshkumar Sumermal Doshi	Individual	10000	20 th May' 13	Cash
73	Sapna Kalpesh Jain	Individual	10000	20 th May' 13	Cash
74	Kalpesh M Jain	Individual	10000	20 th May' 13	Cash
75	Madanraj Jain (HUF)	HUF	10000	20 th May' 13	Cash

76	Neelam Rajesh Bafna	Individual	10000	20 th May' 13	Cash
77	Alka Sanjay Jain	Individual	10000	20 th May' 13	Cash
78	Prakashdevi Madanraj Jain	Individual	10000	20 th May' 13	Cash
79	Sanjay Madanraj Jain	Individual	10000	20 th May' 13	Cash
80	Bharat Madanraj Jain	Individual	10000	20 th May' 13	Cash
81	Rajesh Moolchand Bafna	Individual	10000	20 th May' 13	Cash
82	Rajesh B Jain (HUF)	HUF	10000	20 th May' 13	Cash
83	Rajesh Jain	Individual	10000	20 th May' 13	Cash
84	Lalita Jain	Individual	10000	20 th May' 13	Cash
85	Sanjay Babulal Jain	Individual	10000	20 th May' 13	Cash
86	Meena Sanjay Jain	Individual	10000	20 th May' 13	Cash
87	Sanjay B Jain (HUF)	HUF	10000	20 th May' 13	Cash
88	Sangeeta Rajesh Bohra	Individual	10000	20 th May' 13	Cash
89	Sanjay B Bafna (HUF)	HUF	10000	20 th May' 13	Cash
90	Sheela Sanjay Bafna	Individual	10000	20 th May' 13	Cash
91	Manish Bafna	Individual	10000	20 th May' 13	Cash
92	Kavita Piyush Mehta	Individual	10000	20 th May' 13	Cash
93	Chetan Bohra	Individual	10000	20 th May' 13	Cash
94	Rahul Bohra	Individual	10000	20 th May' 13	Cash
95	Priyanka Bohra	Individual	10000	20 th May' 13	Cash
96	Sushila Bohra	Individual	10000	20 th May' 13	Cash
97	Sanjay B Vardhan	Individual	5100	20 th May' 13	Cash
98	Patel Navin Manilal HUF	HUF	5000	20 th May' 13	Cash
99	Pranav D Doshi	Individual	5000	20 th May' 13	Cash
100	Sejal Shah	Individual	5000	20 th May' 13	Cash
101	Shailen R Shah	Individual	5000	20 th May' 13	Cash
102	Mumtaj Hamidbhai Mansuri	Individual	5000	20 th May' 13	Cash
103	Hamidbhai Ushmanbhai Mansuri	Individual	5000	20 th May' 13	Cash
104	Mitesh R. Shah	Individual	5000	20 th May' 13	Cash
	Total		7750000		

The issue price is 2.5 times of the face value and to this extent there is discrimination between the price paid by the promoters and the proposed investors

8. Major fraud, lapses of internal control or system failures could adversely impact the company's business.

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

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

We have entered into related party transactions towards payment of Information Technology Software Service Charges @ Rs.10 Lacs p.m. or 4% of Gross Sales which is higher for the 1st 12 months and thereafter 4% of Gross Sales to VMukti Solutions Pvt. Ltd. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further details, please refer to "Annexure X – Related Party Transactions" of the "Auditors Report" beginning on Page No. 109 of this Prospectus.

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

Certain of our agreements, including, but not limited to, the Leave and Licence Agreements, MOU's etc may not be adequately stamped or registered under Indian law. In the event of any such irregularity, we may not be able to enforce our rights under such agreements, businesses or properties in the event of a dispute with a third party unless we pay the applicable duty as well as a penalty of up to ten times the amount of the stamp duty.

11. We are/may be required to obtain and maintain certain governmental and regulatory licences and permits and the failure to obtain and maintain such licences and permits in a timely manner, or at all, may adversely affect our business and operations.

We are/may be required to obtain and maintain certain approvals, licences, registrations and permits in connection with our business and operations. Currently, there are no material statutory clearances or approvals pending with any department. However, there can be no assurance that we will be able to obtain and maintain such approvals, licences, registrations and permits in the future. An inability to obtain or maintain such registrations and licences in a timely manner, or at all, and comply with the prescribed conditions in connection herewith may adversely affect our ability to carry on our business and operations, and consequently our results of operations and financial condition. For further details regarding the various statutory approvals required in our Business, please refer to the chapter titled "Government and other Key Approvals" on Page No. 133 of this Prospectus.

12. We have a limited history of operations for evaluation by the investors:

Company was incorporated on 13/03/2013 & has received the certificate of commencement of business on 15th May'13 and are in process to start our business operations. As a result, we have a very limited history of operation upon which the investors can evaluate us or our prospects.

13. Our ability to pay dividends in the future will depend on future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

Our Company has not declared any dividend so far. The amount of our future dividend payments, if any, will depend on our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends.

14. There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 500 Crore. Hence, we have not appointed a monitoring agency to monitor the

utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

The proposed expansion, as detailed in the section titled "*Objects of the Issue*" is to be largely funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

16. Piracy may adversely impact our revenues and business.

We are largely dependent on maintenance of Trade mark / intellectual property rights in the products and services which we market but Piracy of media products, including digital and internet piracy may decrease revenue from the exploitation of our products.

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

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

18. We may face competition from our Competitors & it could adversely affect our business operations.

Presently though we do not face any domestic competition, we have some international competitors & any business plans of their expanding their presence in India & in Exports market could effect our revenue & our business.

19. Our trademark is not registered under the Trade Marks Act & our ability to use the trademark may be impaired.

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. Our Company has made application for registration of our logo. We cannot guarantee that our pending application will be decided in the favor of the Company. If our trademarks are not registered it can allow any person to use a deceptively similar mark and market its product which could be similar to the products offered by us.

20. Our insurance coverage may not adequately protect us against certain operating risks and this may have a material adverse impact on our business.

Currently we do not hold any insurance policy & as and when taken it may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We cannot assure you that the insurance policy availed by us will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim, which have a material and adverse impact on our business operations and profitability.

2.2.2 SPECIFIC TO THE PROJECT

1 Our Project has not been appraised by any Bank or Financial Institution.

The project for which we intend to use the proceeds as mentioned in the objects of the Issue has not been appraised by any bank or financial institution. It is determined by our own estimates based on current market conditions and is subject to changes in external market conditions.

Pending utilisation of proceeds out of issue for the purposes described in the Prospectus, we intend to temporarily invest the funds in high quality interest bearing liquid instruments including deposits with banks, investment in mutual funds, etc as the Board of Directors may deem fit and proper.

As per Clause 52 of the Listing Agreement to be entered into with the SME Platform of BSE upon listing of the equity shares and the Corporate Governance Requirements, an Audit Committee of the Board shall monitor the utilization of the net proceeds of the issue.

2. One of our Products is under testing stage and any adverse outcome could hamper our future prospects.

One of our Product viz. MNGU (Mobile News Gathering Unit) is yet to undergo testing stage and final outcome of the same is yet to be tested. Any adverse outcome of same could adversely hamper our future prospects.

3. Our Company may continue to be controlled by the Promoters following this Issue.

The Board of Directors of our Company as on date consists of three promoter Directors & an executive director and 4 independent Directors. After completion of this Issue, the composition of the Board of our Directors will remain the same and consequently, our Promoters may exercise substantial control over us and determine the outcome of proposals for corporate action requiring approval of our Board of Directors such as revenue budgets, capital expenditure, dividend policy and strategic acquisitions. Our Promoters will be able to influence our major policy decisions and any wrong decision on their part could adversely affect your investment in the Equity Shares.

4. The market price of the Equity Shares may be adversely affected by any additional issuances of equity shares or sale of a large number of the Equity Shares by our Promoters.

There is a risk that we may be required to finance our growth or strengthen our balance sheet through additional equity offerings. Any future issuance of Equity Shares will dilute the position of existing shareholders and could adversely affect the market price of the Equity Shares. Further though promoter's shares are locked-in as per SEBI norms but once lock-in period is over they may sell their holding which could effect the market price of the shares of our Company.

5. Company has not placed firm orders for total import of products to be held as stock in hand.

Company has not placed firm orders for import of all the products to be held in stock and any currency fluctuations (depreciation of rupee against US\$) could increase the cost of products and adversely affect the profit margins of the Company.

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

As on date, we propose to meet the working capital requirements partly out of the funds to be brought in by way of promoters' contribution and also out of the funds to be raised through the issue. But, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on Page-No.61 of this Prospectus.

6. Even after this issue, we will continue to be severely dependent on our senior management and promoter's ability to implement our growth strategies.

Through this issue we propose to get listed on the SME Platform of BSE and further increase our asset base in order to take our company to the next level of operational and financial strength. We will be severely dependent on our senior management and promoters' ability to effectively implement our growth strategies. If our Promoters disassociate from our company for any reason or in the event of their getting incapacitated to remain actively involved with the company in managing its affairs, our ability to maintain and grow our revenues could be adversely impacted. Financial impact of the aforesaid risk cannot be reasonably quantified.

2.3 EXTERNAL RISK FACTORS

1. Our business and results of operations may be affected by other factors that affect the entire industry, such as:

- **Technological improvements that increase the cost of providing, or reducing the demand for our Product;**

To meet our clients' needs, we must regularly update our existing knowledge and acquire or develop new technology for our existing products. One of the Promoters is an B.E. (Electronic & Communicaitons), Microsoft Certified Course who attends various national and international conferences and seminars and keep themselves updated with the industry related technological improvements. However, we could be adversely affected if we fail to keep pace with the fast growing technology industry & regulatory developments in said industry.

- **General economic and business conditions, both nationally and regionally;**

Our business may be affected due to any adverse economic and business conditions at the macro Level, which have an impact on our business activities or investment. These include. inter alia, the changes in monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the Industry.

- **Extra ordinary events**

Terrorist attacks, civil disturbances, extremities of weather, natural calamities, regional conflicts, political instability in India, etc could adversely affect our business & result in a loss of client confidence and adversely affect medical tourism business. These events which are beyond our control, may adversely affect our business; results of operations, financial condition and cash flows, and more generally, lower confidence in India of Foreign travellers.

2. **Changes in domestic Tax Laws will have impact on our profitability and ability to distribute the same to the shareholders.**

Our business is subject to regulation by several authorities, which could have an adverse effect on our business and our results of operation. Our business operations are subject to strict statutory regulations. We may incur costs to comply with the requirements of these regulations. Any lapses or non-compliance of any laws or regulations or rules or acts or policies by us may adversely affect our business and / or financial operations. Also any changes in the tax laws prevailing in India particularly the income tax might lead to increased tax liability of the Company thereby putting pressures on our profitability. Changes in tax laws, particularly income tax, can have an impact on the post-tax profits of the Company.

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

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

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

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issue of Equity Shares

to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

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

Prior to this Issue, there has been no public market for our Equity Shares. The company and the Lead Manager have appointed M/s. Networth Stock Broking Ltd as Designated Market Maker for the equity shares of our company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and media & technology industry and the perception in the market about investments in the media & technology industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Maker please refer to the chapter titled “**General Information – Details of the Market Making Arrangement for this Issue**” on Page No.47 of this Prospectus.

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

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

7. Our Company's transition to IFRS reporting could have a material adverse effect on our reported results of Operations or financial condition.

Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, IFRS announced by the Ministry of Corporate Affairs, Government, through the press note dated January 22, 2010 (“Press Release”) and the clarification thereto dated May 4, 2010 (together with the Press Release, the “IFRS Convergence Note”). Pursuant to the IFRS Convergence Note, Companies which have a net worth of Rs.5,000 million or less, as per the audited balance sheet as at March 31, 2011 or the first balance sheet for accounting periods which ends after that date, are required to convert their opening balance sheet as at April 1, 2014 in compliance with the notified accounting standards to be converged with IFRS. The Company has not yet determined with any degree of certainty what impact the adoption of IFRS will have on its financial reporting.

The Company's financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material

adverse effect on the amount of income recognised during that period and in the corresponding (restated) period in the comparative Fiscal Year/period. In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, our transition may be hampered by increasing competition and increased costs for the relatively small number of IFRS experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements.

2.4 PROMINENT NOTES TO THE RISK FACTORS

1. Net worth of VCU Data Management Limited before the issue as per the financial statement of the Company and the issue size -

Net Worth before the Issue (Based on Audited Financial Statements, as on 31.05.2013)	Rs. 766.08 Lacs
Issue Size	The Company proposes to issue 75,00,000 Equity Shares at Rs. 25/- per share (including share premium of Rs. 15/- per share) aggregating to Rs. 1875 Lacs (Rs. Twelve Hundred Lacs only) including 31,15,000 Shares reserved for the Promoters & 3,78,000 shares reserved for the Market maker. The Issue would constitute 48.38% of the fully diluted post Issue paid-up capital of our Company.
Book Value (Based on Audited Financial Statements, as on 31.05.2013) (Face Value of Rs. 10/- per share)	Rs. 9.73 per equity share.

- a) The Net worth of the Company as on 31.05.2013 has been computed in compliance with Regulation 2 (1)(v) of SEBI (ICDR) Regulations, 2009.
2. The average cost of acquisition of the equity Shares of Rs. 10/- each by the Promoters of VCU after considering the Issue is as under:-

Name of the Promoter	Number of Equity shares held before the Issue	No. of Equity shares after the Issue	Average cost of acquisition (Rs)
Mr. Hardik Sanghvi	60000	156000	19.23
Mr. Sanjay Vardhan	5100	1355100	24.94
Mr. Shripal Bafna	10000	1714000	24.91
Total	75100	3225100	

For further details, please see “**Capital Structure –History of Equity Capital held by Promoter**” on Page No.51-52 of this Prospectus.

3. Our Group Company VMukti Solutions Pvt. Ltd. does not have any business / other interest in our Company except receiving Information Technology Software Service Charges of 4% of Gross Sales or Rs.10 Lacs whichever is higher for first 12 months starting 1st April’13 & thereafter 4% of Gross Sales.
4. For details on Related Party Transactions, refer to the section titled “**Related Party Transactions**” on Page No.115 of this Prospectus

5. Our Company was incorporated as “VCU Data Management Ltd.” on 13/03/2013 under the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai.
6. The registered office of our Company originally situated at C-3, Commerce House, Nagindas Master Road, Fort, Mumbai 400023, Maharashtra & has been shifted to 1/1A, 5th Floor, Rahimtoola House, Fort, Mumbai 400001, Maharashtra, India, with effect from 01st May’ 13.
7. Our Company, its Promoters / Directors, Company’s Associates or Group companies have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI. The Promoters, their relatives, Company, group companies, associate companies are not declared as wilful defaulters by RBI / Government authorities and there are no violations of securities laws committed in the past or pending against them.
8. As per Regulation 4 (2) (a) of SEBI (ICDR) Regulations, 2009, neither our company nor any of our Promoters, Promoters Group, or Directors or Person in Control of the Company has ever been debarred from accessing the capital market by the Board (SEBI).
9. As per Regulation 4 (2) (b) of SEBI (ICDR) Regulations, 2009, none of our Promoters, Promoters Group, Directors or Person in Control of the Company has ever been part of Promoter group, Directors or Person in Control of any other company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI).
10. Any clarification or information relating to the Issue shall be made available by the LM, our Company and our Compliance Officer to the investors at large and no selective or additional information would be available for a section of investors in any matter whatsoever. Investor may contact the LM for any complaints pertaining to the Issue.
11. The Investors are advised to refer to the Paragraph on **“Basis for Issue Price”** beginning on Page No. 65 of this Prospectus, before making any investment in this Issue.
12. Trading in Equity Shares of our Company for all the investors shall be in dematerialized form only.
13. In the event of over-subscription, allotment shall be made as set out in para titled “Issue Procedure – **“Basis of Allotment”**” beginning on Page No. 157 of this Prospectus and shall be made in consultation with BSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
14. No part of the Issue proceeds will be paid as consideration to the promoters, Directors, key managerial personnel, associates or Promoter Group companies/ entities except in the usual course of business.
15. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding and also to the extent of their interest as stated in the related party transactions which have been entered into by the Company wherein promoters, directors and their relatives/ associates are interested. For details, please refer to Annexure X of Auditors’ Report on “Related Party Transactions” under Section titled **“Financial Statements of the Company”** beginning on Page No. 109 of this Prospectus.
16. The aggregate amount of related party transactions entered into by our Company during the period from 1.04.2013 to 31.05.13 is Rs. 10 Lacs p.m. towards payment of Information Technology Software Service Charges to VMukti Solutions Pvt. Ltd. For details, please refer to Annexure X on “Related Party Transactions” under Section titled **“Financial Statements of The Company”** beginning on Page No. 109 of this Prospectus.
17. No loans and advances have been made to any person(s) / Companies in which the Director(s) of our Company are interested.

18. Except as disclosed under Annexure X on “Related Party Transactions” under Section titled “Financial Statements of the Company” on Page No. 109 of this Prospectus, there have been no transactions between our Company and Group Companies and Key Managerial Persons as on 31.05.2013.
19. Our Company was incorporated on 13.03.2013 and during the period from the above date to immediately preceding the date of filing the Prospectus with the Board, there has been no change in the name of our Company.
20. There are no financing arrangements whereby our Promoter, Promoter Group, Directors or their immediate relatives have financed the purchase of Equity Shares by any other person during the six months preceding the date of filing of this Prospectus.
21. Our Company and the LM will update the Prospectus in accordance with the Companies Act, 1956 and the SEBI (ICDR) Regulations, 2009, as amended and our Company and the LM will keep the public informed of any material changes relating to our Company till the listing of its Equity Shares on the BSE Stock Exchange.
22. The Issue is being made in terms of CHAPTER X-B of the SEBI (ICDR) Regulations, 2009, as amended from time to time. This being a fixed price issue, the allocation in the net offer to the public category shall be made as per sub clause (4) of Regulation 43 of the SEBI (ICDR) Regulations, 2009, as amended.
23. Investors are free to contact the LM for any complaints, clarification or information pertaining to this Issue. For contact details of the LM, please refer to the cover page of this Prospectus.
24. In addition to the LM, the Company shall be obliged to update the Prospectus and keep the public informed about any material changes till listing and trading commences in respect of the shares issued through this issue.

SECTION III – INTRODUCTION

This is only a summary and does not contain all the information that you should consider before investing in our Equity Shares. You should read the entire Prospectus, including the information contained in the chapter titled “**Risk Factors**” and “**Financial Statements of the Company**” and related notes beginning on Page No.13 and Page No.109 of this Prospectus before deciding to invest in our Equity Shares. The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

3.1 -- INDUSTRY OVERVIEW

THE INDIAN ECONOMY

India is the fourth largest economy in the world after the European Union, United States of America and China in purchasing power parity terms, with an estimated Gross Domestic Product ("GDP") (purchasing power parity) of U.S.\$ 4.46 trillion in 2011 (Source: CIA World Factbook 2011). Economic indicators suggest that slowdown has continued in 2012-13. However, recent policy reforms should help in arresting the downturn. They may, on their successful implementation, support recovery later. The potential growth rate of the Indian economy that peaked around the middle of 2007-08, has since continued its downward slide into Q1 of 2012-13 to around 7.0 per cent. With negative output gap persisting, growth in 2012-13 is likely to fall short of the Reserve Bank's earlier projection. (Source: RBI, Macroeconomic and Monetary Developments, Second Quarter Review, 2012-2013).

While India's recent slowdown is partly rooted in external causes, domestic causes are also important. The strong post-financial-crisis stimulus led to stronger growth in 2009-10 and 2010-11. However, the boost to consumption, coupled with supplyside constraints, led to higher inflation. Monetary policy was tightened, even as external headwinds to growth increased. The consequent slowdown, especially in 2012-13, has been across the board, with no sector of the economy unaffected. Falling savings without a commensurate fall in aggregate investment have led to a widening current account deficit (CAD). Wholesale price index (WPI) inflation has been coming down in recent months. However, food inflation, after a brief slowdown, continues to be higher than overall inflation. Given the higher weightage to food in consumer price indices (CPI), CPI inflation has remained close to double digits. Another consequence of the slowdown has been lower-than-targeted tax and non-tax revenues. With the subsidies bill, particularly that of petroleum products, increasing, the danger that fiscal targets would be breached substantially became very real in the current year. The situation warranted urgent steps to reduce government spending so as to contain inflation. Also required were steps to facilitate corporate and infrastructure investment so as to ease supply. Several measures announced in recent months are aimed at restoring the fiscal health of the government and shrinking the CAD as also improving the growth rate. With the global economy also likely to recover somewhat in 2013, these measures should help in improving the Indian economy's outlook for 2013-14. *

The telecom sector has been one of the fastest growing sectors in recent years. India is now the second largest telephone network in the world, after only China. A series of reform measures by the government, wireless technology, and active participation by the private sector played an important role in the exponential growth of the telecom sector in the country. *

Since the announcement of the Broadband Policy in 2004, several measures have been taken to promote broadband penetration in the country. As a result, there were 22.86 million internet subscribers including 13.79 million broadband subscribers at the end of March 2012. Broadband subscribers increased to 14.81 million by the end of October 2012. Special efforts are being made to increase the penetration of broadband, especially in rural and remote areas. The government has approved a project at a cost of ` 20,000 crore for creating a National Optical Fiber Network (NOFN) which will provide broadband connectivity to 2.5 lakh gram panchayats for various applications like ehealth, e-education, and e-governance. The project is being funded under the Universal Service Obligation Fund (USOF).*

*(Source – Union Budget & Economic Survey 2012-13)

Industry Overview –

Telecommunication, Technology & Surveillance Industry –

Telecommunication has been recognized the world-over as a powerful tool of development and poverty reduction through empowerment of masses. It is one of the key enabler for 'inclusive and sustainable' growth and in areas of poverty reduction, employment generation, gender equity, balanced regional development and special protection for vulnerable sections of the society. Indian telecommunication sector has emerged as a strong growth engine for the Indian economy in the last decade with the country witnessing tremendous growth in wireless sector. The penetration of internet and broadband has also improved. The Government of India approved a project for creation of National Optical Fibre Network for connecting 2.5 lakh Gram Panchayats with support from Universal Service Obligation Fund (USOF). The proposed National Telecom Policy, under finalization in consultation with various stakeholders is a step forward for bringing rapid and equitable growth of this sector.#

Indian Telecommunication sector maintained the impressive growth rate during the current year. Indian telecom network has 926.55 million connections at the end of December'11 with 893.86 million wireless connections and is the second largest network in the world after China. The one billion mark also appears to be achievable. The penetration of internet and broadband has also improved with 20.99 million internet subscribers and 13.30 million broadband subscribers across the country. The future progress of telecommunication in our country is very encouraging as operators have started rolling out the wireless broadband networks in the country and soon the services are expected to be available in the entire country.#

Television broadcasters operate studios and facilities that program and deliver audiovisual content to the public via over-the-air transmission. This industry excludes cable and satellite TV and operators that solely provide content online. The industry continues to experience strong competition from the digital cable and satellite TV industries. The cable TV industry, in particular, represents a significant threat to future industry growth, though broadcasters are increasingly negotiating with cable networks to get a portion of profit from viewers. New media is also posing competition, with greater numbers of viewers opting for the internet live streaming has become a popular medium for broadcasters to share visuals with viewers. Successful firms will make adjustments to changing consumer preferences and deliver a more interactive and customized service.*

With mobile broadband subscribers topping 200 million worldwide, the telecom industry is experiencing remarkable growth and demand from consumers who now use their phones for more than just talk. In the U.S., web-enabled smartphones are poised to overtake feature phones as the device of choice in the very near future. Expanding wireless networks in emerging markets open the possibility for mobile broadband subscribers to outnumber wired broadband subscribers within the next decade.*

The shift of revenue from fixed to mobile and from voice to data is accelerating as data and media are increasingly untethered from specific devices or networks. Innovation is vibrant and opportunities abound for device manufacturers, service providers, and mobile app developers. But the competition is equally intense, requiring a detailed understanding of the market and clear insight into the signal consumers are sending. High Uplink bandwidth in remote areas of India and the world is still distant dream. Same is the situation in case of availability of wireless and mobile bandwidth. Wired access is mostly not present or very expensive. Mobile Data connectivity offers 30kbps - 150kbps uplink in most area across the country and the world except for metro cities where you can push up to 200kbps-300kbps uplink but no more. This makes HQ video uplink from remote/ mobile locations as required by homeland security, Media, education and corporate conferencing at large practically impossible. *

Annual Report – Department of Telecommunication'2011-2012

*Broadcasting Industry Statistics and Market Size *Source: Ibisworld*

Surveillance Industry –

The video surveillance industry has changed dramatically over the years. The need for intelligent security systems, increasing terrorist strikes, dwelling infrastructure, and rising criminal activities have fueled the demand for reliable and intelligent security systems. The advantages of surveillance systems over physical security such as the ability to allow remote monitoring have resulted in wide deployment across India. *

The video surveillance industry has continued to enjoy a robust growth despite the unfavorable economic climate. The growth in worldwide market for video surveillance equipment has been mainly driven by the sales of IP-based network video surveillance equipment. The global CCTV and video surveillance equipment market is growing at a CAGR of about 25 percent and is poised at Rs. 80,000 crore. It is expected to arrive at Rs. 150,000 crore by 2015.*

The region-level analysis, carried out in “**Global CCTV Market Forecast to 2014**”, revealed that Asia and Middle East will gain significant share in the global CCTV market by 2014-end, capturing around one-fourth share. India and China with their huge population base will be the key drivers in the Asian market. (Source: <http://www.rncos.com/Market-Analysis-Reports/Global-CCTV-Market-Forecast-to-2014-IM374.htm>)

Asia accounts for 35 percent of the global CCTV market, estimated at Rs. 27,000 crore. The network video surveillance equipment sales will witness an increase of 25 percent in 2012, despite uncertainty in the Eurozone, according to IMS Research. *

*(Magazine - Telecom & Networking Communication Today July’2012)

Improvements in technologies for recording and transmission have opened up several revenue opportunities for mobile video surveillance devices, especially in the transit bus, police vehicles and rail markets across the world. These technology developments have extended the scope of mobile video surveillance to include monitoring and training drivers to improve performance. New analysis from Frost & Sullivan, Opportunities in the World Mobile Video Surveillance Market, finds that the market earned revenues of \$615.4 million in 2008 and estimates this to reach \$1.55 billion by 2015. Mobile video surveillance's growing popularity in security and non-security applications presents new opportunities for solution providers. The need for security in public transport systems will offer additional impetus for the uptake of mobile video surveillance technology. (Mobile Video Surveillance Industry Statistics and Market Size Source: Frost)

Growing concern for Security –

Rapid economic growth and rising industrial activities amid security threats, fear of potential terrorist attacks has fuelled the demand for CCTV cameras evidently as government authorities and even private sector are investing huge amount of money in installing CCTVs to secure their offices and public places across the country.

Market size –

Growing at a compounded annual growth rate (CAGR) of about 30 per cent, the video surveillance and closed circuit television (CCTV) camera market in India is likely to reach Rs 2,200 crore by 2015 Indian CCTV camera market is currently poised at about Rs 1,000 crore and accounts for over 40 per cent of the Rs 2,400 crore worth total electronic security market in India, according to a study titled ‘Indian CCTV/Video Surveillance Market: The Way Ahead’ released by The Associated Chambers of Commerce and Industry of India (ASSOCHAM).

Opportunities –

Rapid economic growth and rising industrial activities amid security threats, fear of potential terrorist attacks has fuelled the demand for CCTV cameras evidently as government authorities and even private sector are investing huge amount of money in installing CCTVs to secure their offices and public places across the country. CCTVs are the most sought after security systems and apart from government, both at the central and the state levels, the private sector is also going to increase their expenditure on security surveillance.

The CCTV camera industry is going to emerge as a huge market in the next few years in wake of rising demands from sectors like hospitality industry, services, healthcare, retail and transportation. The ease to inter-connect all monitoring systems, traffic systems, various market places with police stations and defense headquarters in the real time make the CCTV surveillance a prominent and feasible security solution.

Deployment of CCTVs significantly help in carrying out post-attack investigation, besides, continuous monitoring of the video surveillance system also plays a vital role in combating security breaches and terror threats at sensitive places like railway stations, airports, hospitals and busy market places.

The communications industry has changed dramatically into an always on, easy to time-shift, always with you on mobile platforms, customizable stream of news, cctv, entertainment, movies and music. Much of this growth is occurring in online media, and the fastest growing markets are in developing nations such as China, India and Brazil. Remote Video Surveillance Industry market is predicted to grow to over \$20 billion in 2016 & VCUPack intends to cater to media houses, businesses, government bodies and law enforcement agencies, educational institutes in need of multi data-card uplink hardware/software solutions.

3.2 - OUR BUSINESS OVERVIEW

VCU is the owner and provider of Rights for one of the worlds most unique Interactive Audio/Video Live Streaming hardware/software solutions for the masses at high quality and low bandwidth. Our product was built to cater to the infrastructure of Countries worldwide. VCU Pack boasts unique video encoder, media server, decoder and 2G/3G/4G/wifi and bandwidth aggregation technology with over 6 years of research and development from 7 countries made HD video communication better even at low and fluctuating bandwidth.

Our objectives are ambitious yet achievable and with our management team and the experience of our founders' core competencies we are certain to reach our targeted goals. Our business is currently within the 1 year start up phase of operations and serves a targeted population that consists of media houses, businesses, government bodies, law enforcement agencies & retail individuals. With over 30 years of combined experience, we are confident that we will grow into a globally recognized brand.

The communications industry has changed dramatically into an always on, easy to time-shift, always with you on mobile platforms, customizable stream of news, cctv, entertainment, movies and music. After difficult years during the financial crisis in 2008 and 2009, advertising revenue for global media firms has improved substantially. Global advertising media revenues were projected to be \$427.0 billion in 2011, growing further to \$449.0 billion in 2012, according to Magna Global, a unit of advertising agency leader Inter public Group. Much of this growth is occurring in online media, and the fastest growing markets are in developing nations such as China, India and Brazil. Additionally, Remote Video Surveillance Industry market is predicted to grow to over \$20 billion IN 2016 & VCU Data Management Limited intends to cater to Media houses, business houses, government bodies and law enforcement agencies, educational institutes in need of multi data-card uplink hardware/software solutions through its following products -

Our Products :

1) VCU Pack 1b: Base Model

Features –

- ITX-M52 (Intel Atom D525 dual core 1.8GHz),Aluminum Case S180(238*254*80MM)+Fan+ PCI Riser, Kingston DDR3, 4G,Hitach 500G SATA 2.5",12V 7A Adapter, Logo laser print on the case
- DVR Card
- 2 Built-in 3G Data Card
- 4 USB Ports for additional Data Cards



VCU Pack 1e: Base Model + LCD + Battery

- I7, Aluminum Case (238*254*80MM)+Fan+ PCI Riser, Kingston DDR3, 4G,Hitach 500G SATA 2.5",12V 5A Adapter, 1 On-board SIM, Logo laser print on the case
- DVR Card
- HDMI Capture
- Firewire Capture
- 2 Built-in 3G Data Card
- 6 USB Ports for additional Data Cards
- 7" Touchscreen
- 2 Hour Battery Backup
- Rugged

VCU Pack 1s: Tablet Device + LCD + Battery + 6 SIM Modules + Satellite Module

- i7+4GB+128SSD+128SD
- Rugged
- 6 SIM Modules
- Satellite



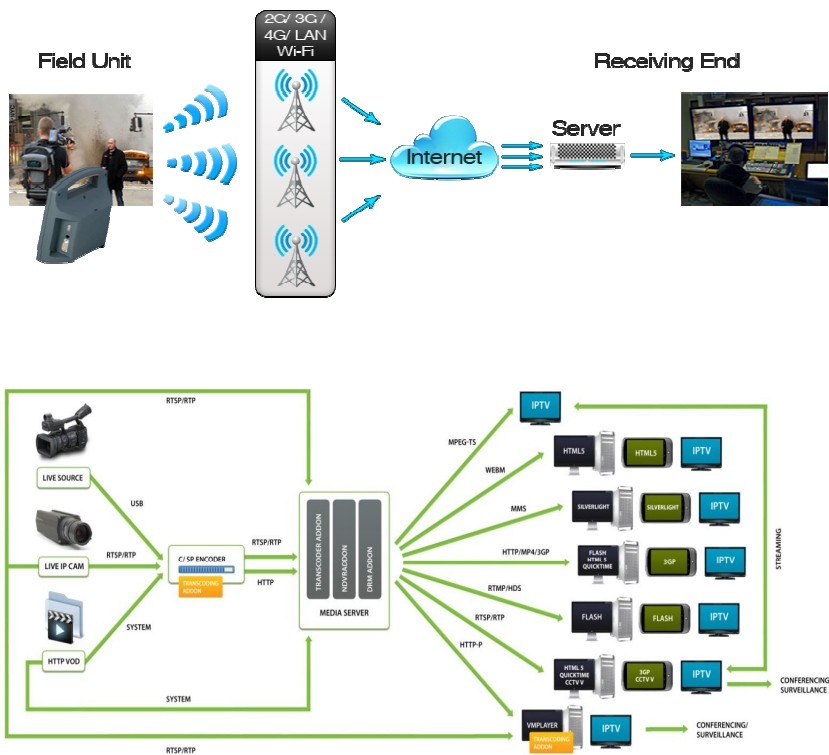
- 4Hr Battery
- LCD
- 8 Datacards
- Solar

- HDMI, HD-SDI, RCA, Firewire IN

Pricing per Unit

1b (Product) \$999 1e(Product) \$1,998 1s (Product) \$13,995

APPLICATION USAGE DIAGRAM –



Mobile Remote Surveillance –

Our innovative products will be useful in following major areas –

- **Oil Pipelines** - Monitor and Provide Quick Action in case of pipeline damages, act of vandalism, provide technical assistance
- **Police**- riot control, vigilance, drug trafficking, roaming vans, interface with existing CCTV
- **Forest** - Monitor Poaching, Illegal Mining, Tree Cutting and other Anti-Social Activities across the forest regions
- Transport Camera Mounted Transport Vehicles
- Government Kit fitted Buses and Taxis sending view to Police Control Room
- **Examination Monitoring**
Needs to run at low bandwidth
- **Poll Booth Monitoring**
Needs to run at low bandwidth
- **Forensic** - Remote Crime Site Investigation and Tele-Forensic
Needs to be D1 to HD Quality
- **Industries** - Remote Disaster Management and monitoring of relief activities in times of natural disasters including fire
- **Video Optimization for Network** - Video content consumes large part of Network Bandwidth. With VCUPack's advance video compression technology of transcoding and transrating it is possible to save over 60% bandwidth in video content delivery through the network or to the end users

- **Current Solutions & Issues**
Mostly Remote/ Rural or Mobile areas
- Bandwidth availability through Data cards/ Satellite at most places
- **Sea Vessel Based Monitoring:**
Needs to run at ultra low bandwidth
Only way to broadcast is satellite @ 3-5usd/ min
- IP Cameras & DVRs/NVRs
Needs Real IP
Requires 3mbps uplink
- Webcasting using laptops
Not easy to use - Requires a lot of training
Virus issue may lower the quality
Manual restart after every interruption
High initial setup time
Must have operator
Data Card Configuration Issues

- 2) **Mobile News Gathering Unit (MNGU) –**
Features –
Live video feed from any place where mobile network is available
Built-in Storage for pre-Recorded, Preparing & Uploading footage on the fly, S & F
IFB return channel
Built-in Wi-Fi, USB GPS
Dual Encoding (Simultaneous Live & Store at Different bit-rates)

<u>(MNGU) Mobile News Gathering Unit</u>			
	MNGU (mini)	MNGU (light)	MNGU (grand)
INTERNET	4 SIM	6 SIM + 2 USB + Ethernet	8 SIM + 2 USB + 2 Ethernet
Video			
Input	SDI	SDI, HDMI, FireWire(1394) Composite	SDI, HDMI, FireWire(1394) Composite
Resolution	Up to 640p	Up to 720p	Up to 1080p
Format	HD/SD, PAL/NTSC		
Encoding	H264/AVC Main/High Profile level 4 @ 32kbps to 8 Mbps & Custom		
Pre-Filtering	De-Interlacing		
Audio			
Input	Embedded, Analog(L-H)		
Encoding	AAC-LC/HE-AAC/HE-AACv2 2.0, 8 to 512 Kbps, Mono / Stereo& Custom		
Aggregation			
Bonding	2G,3G,4G,Wi-Fi,Ethernet		
Proprietary Technology			
	Benefits in video quality, resiliency, coverage		
	Effective prioritized connectivity based bonding algorithm		
	Easy operation in urban/overcrowded/poor coverage area, on-the-drive		

	Advance motion detection-estimation algorithm with dual encryption		
User Interface			
Control	Touch screen UI, Daylight Visibility		
OS	Embedded		
Features			
	Live		
	Built-in storage for Pre-Recorded, preparing and uploading footage on the fly, S & F		
	IFB return channel		
	Built-in Wi-Fi, USB GPS		
	Dual Encoding (Simultaneous Live & Store at Different bit-rates)		
Storage			
	External storage through SD card		
Battery			
	2 hot swappable batteries, capable of 1 hours of running time at full throttle.		
Environment			
	up to 90C (internal), up to 50C (external)		
Weight			
	1.5 Kg	1.7 Kg	2 Kg

3) Network Video Recorder (NVR) –

Features –


- Features include video management software with recording capabilities, video monitoring, recording and event management functions for multiple Network Camera.
- Categorized as consumer base (4 channel), industrial base (8 channel) these NVRs include flexible storage and management options with VCUPACK video viewing and automated monitoring software.
- The NVR can record video from up to 8 IP cameras located in local or remote sites into a dedicated HDD storage (optional) without turning on a computer.
- The NVRs support real-time monitoring and playback anytime, anywhere, via a web browser.
- With support up to 2/4 USB modems & 2/4 SIM cards different variants our NVRs are innovation packed.
- No batteries and no external plug-ins for consumer base & industrial base makes our offering one of the best in this segment.

VCU NVR		
	VCUPACK 1b NVR	VCUPAC 1e NVR
Video/Audio	1/2/4/8 channel 30 FPS, 4-ch D1 (real time) 1Kbit/S – 16Mbit/S	1/2/4/16 channel 30 FPS, 4-ch 720p,D1,HD1 (real time) 1Kbit/S – 16Mbit/S
Input		
Frame rate		
Compression rate		
Bandwidth Bonding	Connect up to 4 Data-card	Connect up to 8 Data-card
Compression	H.264 Main Profile @ level 3.0 / AAC	
Network	4G-LTE, 3G,2G,CDMA, Wi-Fi, Dual-Ethernet	

Operating System	Windows OS
Portability	Vehicle-Wall-Pole mount, In Office – Single person carried, Easy operation on move
Title Overlaid	Adjustable - Name/Data/Time/Stream Information
SD Card Interface	Secure Digital storage up to 16 GB
Weight	1.5 KG
Mobile Monitor	Supports smart mobile monitor that is based onWindows Mobile, Android Mobile, Symbian and I-Phone platforms
Power	DC12V/1.0A or DC12V/3.0A – 5W (Direct)
Working Humidity	10 ~ 85%
Working Temperature	50C (external) – 80C (Internal)


4) MiFi Technology Specification –

Features -


MiFi Technical Specification	
Product Picture	
Product Name	3G Wireless Router
Product model	R1
Description	<ul style="list-style-type: none">• Wireless cloud storage, with USB flash disk/mobile HDD/USB card reader.• Creates a Wi-Fi hotspot from your 3G dongles or Ethernet connection, support up to 32 users access to internet at the same time.• Supply power to electronic products(iPhone/smart phone)via USB as power bank.
Features	<ul style="list-style-type: none">• Compatible with HSDPA/HSUPA/HSPA+,CDMA EVDO Rev A/B USB modem• Automatically recognize ADSL/DHCO and WAN/LAN without any preset profile• Connects iPhone and shares internet connectivity, Support Wi-Fi access
Access Mode	<ul style="list-style-type: none">• 3G Wireless access (WCDMA/EVDO/TD-WCDMA)• WAN/LAN port cable access
Wi-Fi Hotspot	<ul style="list-style-type: none">• Support 802.11b/g/n• WIFI connect max bandwidth 150Mbps• Support over 32 Wi-Fi clients port connection
Transmission Distance	Indoors up to 30m, Outdoors up to 50m

Battery	<ul style="list-style-type: none">1800mAH		
	Standby time		8 hours
	Work time		4 hours
Charge Battery	<ul style="list-style-type: none">Via PC/Notebook USB portVia Power adaptor (5V 1.2A)Via General mobile phone chargerVia car adaptor		
Size	95(L)*35(W)*14(H)mm		
Weight	124g		
Environment	Operating Temperature		-10 ⁰ C ~ 50 ⁰ C
	Storage Temperature		-20 ⁰ C ~ 60 ⁰ C
	Humidity		5%~ 90%
<u>Camera Specification</u>			
Product Picture			
Image Capture			
Sensor	CMOS Sensor		
Total of Pixel	720p (1280*720)		
Min illumination	IR on, 0 Lux		
Lens	F=3.6mm, F=2.0		F=8mm,F=2.0
IR Cutter	YES		
Pan/Tilt			
Pan Coverage	350 ⁰	N/A	
Tilt Coverage	100 ⁰	N/A	
Video Process			
Lighting Control	5 IR LEDs, 5-10m distance		8 IR LEDs, 40m distance
Resolution	720P (1280*720)/Q720P/QQ720P		
Compression	H.264/MJPEG		
Frame Rate	25fps		
Bit Rate	1.024Mbps ~ 6.144Mbps		

Image Rotation	Mirror / Up side down		
OSD	Support		
Audio Compression	G. 711/G. 726		
Network			
Basic Protocol	TCP/IP, UDP/IP, HTTP, SMTP, FTP, DHCP, DDNS, UPNP, NTP, RTSP, ONVIF*		
Wi-Fi	802.11b/g/n		
Other Features			
Mobile Phone View	M-JPEG and H.264 dual Streaming, M-JPEG Streaming Sent to Mobile Phone		
Dual Way Audio	Support	N/A	
Motion Detection	Support		
Storage	Snap or Video SD card		
Trigger Actions	Email /FTP/SD Memory / External Alarm /Send Message to Alarm server		
User Setting	Three		
Date/ Time Setting	Support		
Upgrade	Upgrade from Network		
DDNS	A free DDNS have been written in device		
Hardware Interface			
Ethernet	10Base-T/100base-TX		
Memory	SD Slot		
POE	Optional	N/A	Optional
Physical Index			
Weight	400g	160g	900g
Main Body	102(L)*110(W)*130(H)mm	48(L)*85(W)*110(H)mm	220(L)*112(W)*106(H)mm
Power	DC 5V		DC 12V
Power consump	<6W		<12V
Operating Temp	-20°C ~ 50°C		
Humidity	10% ~ 80% non-Condensing		
Software (PC Side)			
OS	Microsoft Windows 98 /2000/XP/Vista/Windows 7,Mac OS		

Supported	
Browser	
Application Software	IPC Monitor.exe

5) Smart Phone –
Features –

Smart Phone Features	
Model	N920e butterfly
Product Picture	
Product positioning	
Chip	MTK's fifth-generation high-speed smart chip
Processor	MT6589-1.2 GHz Quad-core system
RAM	1G/2G (Optional)
Memory	8GB
Touch Screen	5.o”Arc HD Touch Screen
Pixels	IPS 1280 X 720 pixels
OS	Android 4.1.2 OS
Appearance	PDA Arc touchscreen
Video Recording	1080 P video Recording
Body	9.9mm thin body acme

Battery	1800 mAh lithium ion battery
Camera	Before 5MP AF (before flash)+After 13MP/8MP AF(Optional)(after flash) front camera
Cover	The night light emitting dust protection housing
Network	3G (WCDMA/GSM)
Size	160x82.5x9.7 (Unit:mm)
Hard platform	Mediate MT6589-1.2 GHz Qual-Core (Low-power Cortex-A7 architecture)
Frequency band	WCDMA 2100/850 (HSDPA) and GSM 850/900/1800/1900
SIM card	Dual SIM cards, dual standby
Navigation	GPS+AGPS Navigator
Display	1280 x 720 pixels (~293 ppi pixel density)
Wireless transmission	3G/WIFI 802.11b/g/n/Bluetooth 2.0/EDGE/HSDPA/HSUPA
Modem features	Wireless AP (Mobile AP)
HSUPA	Support 5.76 Mbps
HSDPA	Support 7.2 Mbps
Light sensor	Support
Proximity sensor	Support
Gravity Sensor	Support
Bluetooth	Support
FM	Support
JAVA Expand	Support
Audio/Video	Support
WAP Browser	Support
Hand-writing	Support
Multilingual	Support
T-flash card	Support micro SD (T-Flash) 32G
Battery parameter	Standard battery content : 1800mAh
Talk time	120-150 (Unit: Minutes)
Standby time	120-180 (Unit: Hour)
Phone book	1000 Group

SMS/Color message	Support
Headphone jack	3.5MM standard interface
Charging port	mini USB 5pin interface
Color	Ivory white, Sapphire ,Dust-color

Our Business Strategy:

Our Business strategy is based mainly on making the right information available to the right target customer. We can't afford to sell people on our expensive products, because most don't have the budget. What we really do is make sure that those who have the budget and appreciate the product know that it exists, and know where to find it. The marketing team has to convey the sense of quality in every picture, every promotion, and every publication through -

📺 **Advertising:** We intend to undertake extensive advertising of our name and services through print (magazine etc) and internet outlets. This is to instill awareness and knowledge of our existence in the marketplace, which shall convert into market share. Making sure that we advertise with the right frequency, theme, and media route; publicity routes, public relations, electronic promotion, viral marketing and word-of-mouth (buzz) marketing is critical for our exposure.

📺 **Case Studies:** It is a great tool for marketing our product and service as well. It should focus on the situation, the problem, our solution and the results. This strategy will display our expertise in the security services industry.

The key success factors will include the following:

- 🌱 The proper execution of our market segmentation strategy.
- 🌱 Innovative problem solving techniques along with tailored solutions.
- 🌱 Developing proper standard operating procedures.
- 🌱 Strengthened customer growth and loyalty.
- 🌱 Identifying initiatives.
- 🌱 Proper ethical practices, span of control and division of labor.
- 🌱 Timely response to clients' request and good customer service.
- 🌱 Properly utilizing the core competencies of our management team and staff.
- 🌱 Clear product and marketing positioning.
- 🌱 Giving staff sufficient autonomy to make proper decisions.
- 🌱 Gaining a competitive advantage through strategic marketing.

OUR KEY BUSINESS STRENGTHS:

1. Managed by highly experienced Electronics & Communication Engineer having 15 years of International Experience

Our Company was incorporated on 13/03/2013 by Mr Hardik Sanghvi, B.E. (Electronics & Communication), Mr. Kushal Sanghvi, M.B.A.. They were later joined by Mr. Shripal Bafna, an M.B.A. from UK & Mr. Sanjay Vardhan, an eminent businessman. All of them have come together to form a well organized & highly professional organisation.

2. Advantage of bringing an innovative product in highly technology oriented Security & Broadcasting industry:

Our Company has developed a product which boasts unique video encoder, media server, decoder and 2G/3G/4G/wifi/Lan bandwidth aggregation technology with over 6 years of research and development

from 7 countries & has made HD video communication better even at low and fluctuating bandwidth. Our Company has this advantage of being the 1st to launch this innovative product in India.

3. Establishing our company as a International player with presence in many countries :

Our Company plans to develop a marketing strategy so as to provide product demo to governmental and various other target Industries & other Customers in and out of India.

SWOT Analysis –

Strengths –

- ✓ Innovative Product
- ✓ Integrated Business Model
- ✓ Experienced Management Team

Weakness –

- ✓ Innovative Product
- ✓ Frequent Changes in Technology
- ✓ No prediction or forecast of clients requirements.

Opportunities

- ✓ Surveillance Industry is less penetrated.
- ✓ Rapid de-regulation in the telecom industry.
- ✓ Rise in the Expenditure on Security & Surveillance.

Threats

- ✓ Piracies, violation of intellectual property rights pose a major threat to the Technology Industry.
- ✓ Any change or shift of focus of Government policies may adversely impact our business.

3.3 SUMMARY OF FINANCIAL AND OPERATING INFORMATION

Our Company was incorporated on 13/03/2013 and the following tables set forth summary financial information derived from restated financial statements as of and for the financial year ended on March 31, 2013 and for the period ended May 31, 2013.

3.3.1 STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Particulars	As On 31.03. 2013	As On 31.05. 2013
Fixed Assets		
Gross Block	-	7.92
Less: Depreciation	-	0.31
Net Block	-	7.61
Capital Work in Progress	-	-
TOTAL – A	-	7.61
Investments-B	-	30.00
Current Assets ,Loans and Advances		
Inventory	-	9.04
Sundry Debtors	-	-
Cash & Bank balances	45.50	14.73
Loans And Advances	4,40.00	713.40
TOTAL –C	4,85.50	737.17
Total Assets (A+B+C)=D	485.50	774.78
Liabilities &Provisions		
Secured Loans	-	-
Unsecured Loans	0.66	-
Deferred Tax Liabilities	-	-
Current Liabilities	-	1.10
Provision	0.05	7.60
TOTAL –E	0.71	8.70
Net Worth(D-E)	484.79	766.08
Net Worth represented by		
Share Capital	1.01	800.00
Share Capital Advance	484.49	-
Reserves and Surplus	(0.06)	(21.23)
TOTAL	485.44	778.77
Less: Misc. Expenditure (to the extent not written off or adjusted)	0.65	12.69
Net worth	484.79	766.08

3.3.2 STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. in Lakhs)

Particulars	For the Year Ended 31.3.2013	For the Period Ended 31.5.2013
I. Revenue from operations	-	-
II. Other Income	-	12.46
III.Total Revenue (I+II)	-	12.46
IV. Expenses:		
Cost of materials consumed	-	-
Purchase of Stock-in-Trade	-	9.04
Changes in inventories of finished goods, work-in-progress and stock –in-trade	-	(9.04)
Employee benefit expense	-	1.64
Financial costs	-	0.23
Depreciation & amortization expense	-	0.76
Other Expenses	(0.06)	31.01
Total Expenses	(0.06)	33.64
V.Profit before exceptional and extraordinary items and tax	(0.06)	(21.17)
VI.Exceptional Items	-	-
VII.Profit before extraordinary items and tax (V – VI)	(0.06)	(21.17)
VIII Extraordinary Items	-	-
IX. Profit before tax (VII – VIII)	(0.06)	(21.17)
X. Tax expense :		
Current tax	-	-
Deferred tax	-	-
XI.Profit (Loss)from the period from continuing operations	(0.06)	(21.17)
XII. Profit/(Loss) from discontinuing operations	-	-
XIII.Tax expense of discounting operations	-	-
XIV.Profit/(Loss) from Discontinuing operations (XII-XIII)	-	-
XV.Profit/(loss) for the period (XI+XIV)	(0.06)	(21.17)
XVI.Earning per equity share (Rs.)		
Basic	(0.57)	(0.26)
Diluted	(0.57)	(0.26)

3.3.3 STATEMENT OF CASH FLOWS, AS RESTATED

(Rs. In Lakhs)

Particulars	For the Year ended 31.03. 2013	For the Period ended 31.05. 2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and appropriations	(0.06)	(21.17)
Adjustments for :		
Depreciation	-	0.32
(Profit)/Loss on sale of Fixed Assets	-	-
Income on Investments	-	-
Preliminary expenses	-	-
Interest Expenses	-	-
Total Operating Profit before Working Capital Changes	(0.06)	(20.85)
Adjustment for :		
(Increase)/ Decrease in Sundry debtors	-	-
(Increase)/ Decrease in Inventories	-	(9.04)
Increase/ (Decrease) in Current Liabilities	0.05	8.65
Cash generated from /(Used in) operations	(0.01)	(21.25)
Tax paid	-	-
Others	-	-
Net cash generated from/(Used in) operating activity	(0.01)	(21.25)
B) CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) / Sale of Fixed Assets	-	(7.92)
Capital WIP	-	-
(Increase)/ Decrease in Loans & advances	(440.00)	(273.40)
Investments	-	(30.00)
Interest Received	-	-
Net cash generated from (Used in) investing activities	(440.00)	(311.33)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Preliminary Exp. Now written off	(0.65)	-
Increase/(Decrease) in Secured/ Unsecured Loans	-	-
Share Capital & Share Premium (Including Share Application)	485.50	314.50
Increase/(Decrease) in Un-Secured Loans	0.66	(0.66)
Preliminary Exp. Incurred but now w/off.	-	12.03
Net cash from /(Used in) financing activities	485.50	301.80
(Increase)/ Decrease in Cash and cash equivalents	45.49	(30.77)
Cash and cash equivalents as at the beginning of the Year	-	45.50
Cash and cash equivalents as at the end of the Year	45.49	14.73

Note:The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements” issued by the Institute of Chartered of Accountants of India.

3.4 - THE ISSUE DETAILS IN BRIEF:

Present Issue to the Public in Terms of this Prospectus –Fixed Price Issue#	
Equity Shares Offered	75,00,000 Equity Shares (Including 31,50,000 Equity Shares Reserved for the promoters and 3,78,000 Equity Shares Reserved for the Market Maker) of Rs.10/- each for cash at a price of Rs.25/- per share aggregating to Rs.1875 lacs.
Net issue to the Public	39,72,000 Equity Shares of Rs.10/- each for cash at a price of Rs.25/- per share aggregating Rs.993 lacs.
Equity Shares outstanding prior to the Issue	80,00,000 Equity Shares
Equity Shares outstanding after the Issue	1,55,00,000 Equity Shares*
Objects of the Issue:	Please refer Page No. 61 of this Prospectus

* Including 31,50,000 Equity Shares to be subscribed by the Promoters as their contribution to the Public Issue.

Our Company is proposing the Initial Public Offering under Chapter X B of SEBI (ICDR) Regulations, 2009, as amended.

#As per Regulation 43 (4) of the SEBI (ICDR) Regulation, as amended, since ours a fixed price issue the allocation in the net offer to public category shall be made as follows:

- (a) minimum fifty per cent. to retail individual investors; and
- (b) remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- (c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

3.5 GENERAL INFORMATION

Our Company was originally incorporated as “VCU Data Management Limited” on 13/03/2013 under the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai.

Brief of Company & Issue Information:

Name of Company	VCU Data Management Limited
Registered Office	1/1A, 5 th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai 400001, Maharashtra Tel. No. 022- 22666898 Fax No 022- 22666898 Website: www.vcupack.com ; E-mail: cs@vcupack.com
Date of Incorporation	13.03.2013
Corporate Identity Number	U74999MH2013PLC240938
Address of Registrar of the Company	100, Everest. Marine Drive, Mumbai – 400002
Issue Programme	Issue Opens On: _____ Issue Closes On: _____
Company Secretary & Compliance Officer	Ms. Vishakha K. Mehta, 1/1A, 5 th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai 400001, Maharashtra Tel. No. 022- 22666898 Fax No 022- 22666898 Website: www.vcupack.com ; E-mail: cs@vcupack.com

Note: Investors can contact the Compliance Officer in case of any Pre Issue or Post Issue related problems such as non-receipt of letter of allotment or share certificates, credit of securities in depositories’ beneficiary account or dispatch of refund orders etc.

Board of Directors of the Company;

Sr. No.	Name	Age (years)	DIN	Designation	Status	Address
1.	Hardik Sanhgvi	35 Years	00327926	Managing Director	Promoter Director	D-101, Dhananjay Tower, Behind Shyama Law House, Satellite, Ahmedabad – 380015.
2.	Kushal Sanghv	30 Years	00327882	Whole Time Director	Director	D-101, Dhananjay Tower, Behind Shyama Law House, Satellite, Ahmedabad – 380015.
3.	Shripal Bafna	26 Years	06489822	Whole Time Director	Promoter Director	Bldg -9, Flat -15, 3 rd Floor, Navjivan Society, Mumbai 400008
4.	Sanjay Vardhan	40 Years	00632772	Whole Time Director	Promoter Director	22/H, Nesbit Hall, Nesbit Road, Mazgaon, Mumbai 400010

5.	Surendra Jaiswal	59 Years	06595297	Non Executive Director	Independent Director	1104,Prathmesh Tower,Mmgs Marg, Dadar (E),Mumbai-400014
6	Ashok Garg	58 Years	02398660	Non Executive Director	Independent Director	Flat No 402 Block No 25, Heritage City (Personal Floors), Gurgaon, 122002, Haryana
7	D P Shetty	44 Years	05164804	Non Executive Director	Independent Director	Flat No. .A/602, Mahalaxmi Heights, K.K.Marg, Mumbai - 400011.
8.	Mr.Gurpreet Singh Oberoi	51 Years	06613134	Non Executive Director	Independent Director	22/37,Block-22, West Patel Nagar, Delhi – 110008.

For further details pertaining to the education, qualification and experience of our Directors, please refer to Page No. 94 under Section titled “ **Our Management**” of this Prospectus.

Company Secretary & Compliance Officer of Our Company

Ms. Vishakha K. Mehta,

1/1A, 5th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai 400001, Maharashtra

Tel. No. 022- 22666898 Fax No 022- 22666898

Website: www.vcupack.com ;

E-mail: cs@vcupack.com

Details of Key intermediaries pertaining to this issue and our Company

Lead Manager of the Issue	Registrar to the Issue
Networth Stock Broking Ltd 1001/02, 10 th Floor, Atlanta Centre, Opp Udyog Bhavan, Sonavala Road, Goregaon East, Mumbai 400063 (Maharashtra) Tel : +91–22 30641600; Fax : +91–22-26850257 Website: www.networthdirect.com E-mail: manish.ajmera@networthdirect.com Contact person: Manish Ajmera SEBI Registration No.: INM000011013	Sharepro Services (I) Private Limited 13AB, Samitha Warehousing Complex, 2 nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400072. Tel: +91-22- 61915402/ 09920722410 Fax: +91-22- 61915444 Website: www.shareproservices.com Email: subhash@shareproservices.com Contact Person: Mr. Subhash Dhingreja SEBI Registration No.: INR000001476
Bankers to the Company	Legal Advisor to the Issue
ICICI Bank Limited Sir Vithaldas Thackersay Trust, Mumbai Samachar Marg, Opposite RBI, Fort, Mumbai 400001 Email – Zenon.dacruz@icicibank.com Contact Person – Zenon Dacruz Telephone – 09892759099	Ms Kranti Anand Advocate – High Court 5/9, Berumon Chambers, 2 nd Floor, 27/33, Nagindas Master Road, Fort, Mumbai 400023 Tel : +91 9322842664 Email – krantissanand@rediffmail.com Contact Person: Ms Kranti Anand
Auditors of the Company	Bankers to the Issue (Escrow Collection Banks)
S. D. MOTTA & ASSOCIATES 3, Shanivar Nivas, Nava Pada, Subhash Raod, Dombivli (W), Thane - 421202. Cell No.-9321940041 Fax – 022-43211875 Email – mottasanjay@gmail.com	INDUSIND BANK LIMITED Cash Management Services Solitaire Corporate Park No.1001, Bldg. No.10, Gr. Fl., Guru Hargovindji Marg, Andheri (E), Mumbai – 400 093

Refund Banker to the Issue	Tel. : 022-67723901 / 3917
INDUSIND BANK LIMITED	Fax : 022-67723998
Cash Management Services	Email – sanjay.vasarkar@indusind.com
Solitaire Corporate Park	Contact Person – Mr. Sanjay Vasarkar
No.1001, Bldg. No.10, Gr. Fl.,	Website – www.Indusind.com
Guru Hargovindji Marg, Andheri (E),	SEBI Regn. No. – INBI00000002
Mumbai – 400 093	
Tel. : 022-67723901 / 3917	
Fax : 022-67723998	
Email – sanjay.vasarkar@indusind.com	
Contact Person – Mr. Sanjay Vasarkar	
Website – www.Indusind.com	
SEBI Regn. No. – INBI00000002	

Statement of inter se allocation of responsibilities:

Since Network Stock Broking Ltd. is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.

Self Certified Syndicate Banks ("SCSBs")

The list of banks who have been notified by SEBI to act as Self Certified Syndicate Banks (SCSBs) for ASBA process are provided at <http://www.sebi.gov.in>

Credit Rating

As this is an Issue of Equity Shares, there is no requirement of credit rating for this Issue.

Trustees

As this is an Issue of Equity Shares, appointment of Trustees is not required.

Monitoring Agency:

As per Regulation 16 (1) of the SEBI (ICDR) regulations, 2009 the requirement of monitoring agency is not mandatory if the issue size is below Rs 500.00 Crore. Since the issue size is only of Rs. 1875 Lacs, our company has not appointed a monitoring agency for this Issue.

As per Clause 52 of the SME Listing Agreement to be entered into with the SME Platform of BSE, upon listing of the Equity Shares and the Corporate Governance Requirements, the Audit Committee of our Company would monitor the utilisation of the proceeds of the Issue.

For details please refer to Section titled **"Objects of the Issue – Monitoring of Utilization of Funds"** on Page No.64 of this Prospectus.

Details of Appraising Agency:

The proposed project of the Company has not been appraised by any Bank or Financial Institutions.

Issue Period

ISSUE OPENS ON	
ISSUE CLOSES ON	

Underwriting:

The issue is fully underwritten and as per the agreement dated 29/04/2013 entered into with Network Stock Broking Ltd, the underwriter as well as the LM and details of underwriting obligations are as under:-

Name and Address of the Underwriter	Number of Equity Shares underwritten	Amount Underwritten (Rs. in Lacs)	% of the Total Issue Size underwritten
Network Stock Broking Ltd	39,72,000	993.00	100%

SEBI Registration No.: INM000011013 1001/02, 10 th Floor, Atlanta Centre, Opp Udyog Bhavan, Sonavala Road, Goregaon East, Mumbai 400063 (Maharashtra) Tel : +91-22 30641600; Fax : +91-22-26850257 Website: www.networthdirect.com Email- manish.ajmera@networthdirect.com Contact Person: Mr Manish Ajmera			
--	--	--	--

As per Regulation 106 P (2) of SEBI (ICDR) Regulations, 2009, the Lead Manager has to underwrite to a minimum extent of 15 % of the Issue out of its own account. Lead Manager has herein underwritten the entire net issue.

Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are several and are subject to certain conditions, as specified therein.

In the opinion of the Board of Directors, the resources of the Underwriter are sufficient to enable them to discharge their underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI as a Merchant Banker and hence qualified to underwrite the issue.

The Underwriter shall be responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default, the Underwriter in addition to other obligations in the Underwriting Agreement will also be required to procure / subscribe to the extent of the defaulted amount.

Market Maker

As per Reg. 106 V (1) of SEBI (ICDR) Regulations, 2009, the LM shall ensure compulsory market making through the Stock Brokers of SME Exchange in the manner specified by the Board for a period of three years from the date of listing. Our Company and Networth Stock broking Ltd. (also the LM), have entered into an agreement dated 29/04/2013 whereby Networth Stock Broking Ltd., registered with BSE as a Market Maker in the SME segment (Regn No. SMEMM0019713022012) will act as the sole Market Maker to fulfil the applicable obligations of Market Making. The particulars in respect of the Market Maker are furnished below:-

Name	Networth Stock Broking Ltd
Address	1001/02, 10 th Floor, Atlanta centre, Opp: Udyog Bhavan, Sonavala Road, Goregaon (East), Mumbai-400063.
Tel No.	022-30641600
Fax	022-26850257
Website	www.networthdirect.com
E-Mail	Manish.ajmera@networthdirect.com
Contact person	Mr.Manish Ajmera
SEBI Regn No.	SMEMM0019713022012

The Market Maker shall fulfil the applicable obligations and conditions as specified in SEBI (ICDR) Regulations, 2009 and its amendments from time to time and the circulars issued by BSE and SEBI regarding market making from time to time.

Following is the summary of the major details pertaining to the Market Making Arrangement

1. The Market Maker (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of the SME Platform of BSE and SEBI from time to time.

- 3 The minimum depth of the quote shall be Rs. 1,00,000/- However, the Investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 4 After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 %. (Including the 1,00,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,00,000 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.
- 5 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.
- 6 The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of BSE (in this case, currently the minimum trading lot size is 6,000 equity shares; however the same may be changed by the SME Platform of BSE from time to time).
- 7 Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- 6 The Market Maker shall start providing quotes from the day of the listing & the day when designed as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the exchange.
- 7 Market Maker shall not buy the shares from the promoters or persons belonging to promoter group of VCU or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
- 8 The promoters' holding in VCU shall not be eligible for offering to the market during the compulsory market making period. However, the promoters' holding in VCU which is not locked in as per the SEBI (ICDR) Regulations can be traded with prior permission of the SME Platform of BSE, in the manner specified by SEBI from time to time.
- 9 The Lead Manager, if required, has the right to appoint a nominee director on the Board of the Issuer Company any time during the compulsory market making period provided it meets the requirements under the SEBI (ICDR) Regulations 2009.
- 10 The Market Maker shall not be responsible to maintain the price of the shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of VCU via its 2 way quotes. The price of the shares shall be determined and be subject to market forces.
- 11 The period of this arrangement shall be for 3 years unless otherwise terminated.
- 12 On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- 13 The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 14 There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 15 BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of

the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

- 16 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:
- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
 - iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading.

The following spread will be applicable on the BSE SME Exchange/ Platform -

Sr. No.	Market Price Slab (Rs.)	Proposed Slab (in % to sale price)
1	Upto Rs.50/-	9
2	50 – 75	8
3	75 – 100	6
4	Above 100	5

- 17 The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

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

3.6 - CAPITAL STRUCTURE OF OUR COMPANY

(Rs. in lacs)

Particulars	Number of Shares	Description of Shares	Face Value (Rs)	Nominal Value	Aggregate Value
Authorised Capital	1,60,00,000	Equity Shares of Rs.10/- each	10	1600.00	1600.00
B. Issued, Subscribed and Paid up Capital before the Issue	80,00,000	Equity Shares of Rs.10/- each, fully paid up.	10	800.00	800.00
C Promoters' contribution to be brought in before the Issue	3150000	Equity Shares of Rs.10/- each, fully paid up.	10	787.50	787.50
D. Present Issue in terms of this Prospectus* which Comprises:	75,00,000	Equity Shares of Rs. 10/- each at a Premium of Rs. 15/- per share	10	750.00	750.00
a) Equity Shares reserved as Market Making Portion	3,78,000	Equity Shares of Rs. 10/- each at a Premium of Rs. 15/- per share		37.80	37.80
b) Net Issue to the Public	39,72,000	Equity Shares of Rs. 10/- each at a Premium of Rs. 15/- per share		397.20	397.20
E. Paid up Equity Share Capital after the Issue	155,00,000	Equity Shares of Rs.10/- each fully paid up	10	1550.00	1550.00
F. Share Premium Account					
		Before the Public Issue	-	-	-
		After the Public Issue in terms of this Prospectus	15	1125.00	1125.00

*The present Issue of 75,00,000 Equity Shares in terms of this Prospectus has been authorised pursuant to a resolution of our Board of Directors dated 25/04/2013 and by a Special Resolution -passed under Section 81 (1 A) of the Companies Act, 1956 at the Extra-Ordinary General Meeting held of the Members held on 21/05/2013.

Our Company is proposing the Initial Public Offer under Chapter X B of SEBI (ICDR) Regulations, 2009 as amended. As per Regulation 43 (4) of above, as amended, since ours is a fixed price issue, the allocation in the net offer to public category shall be made as follows:-

- a) Minimum 50 % to retail individual investors and
- b) Remaining to
 - i) Individual applicants other than retail individual investors and
 - ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
- c) The unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Notes forming part of the Capital Structure:

1. Details of Change in Authorized Equity Capital

Date	Authorized Capital Increased From	Authorized Capital Increased to
At incorporation	--	2,50,000 equity shares of Rs. 10/-each aggregating to Rs 25.00 lacs
03/05/2013	2,50,000 equity shares of Rs. 10/-each aggregating to Rs. 25.00 lacs to	1,60,00,000 shares of Rs. 10/- each aggregating to Rs.1600 Lacs.

2. Equity Share Capital History of our Company

The following is the Equity Share Capital build up of our Company.

Date of Allotment	No. of shares	Cumulative total shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Cumulative Capital (Rs.)	Nature of Allotment
13/03/13	250000	250000	10	10	Cash	25,00,000/-	Subscription to Memorandum by Hardik Sanghvi, Kushal Sanghvi, Hemendra Sanghvi, Hitendra Sanghvi, Urmila Dhokad, Hirachand Jain & Vinod Jain.
20/05/13	7750000	8000000	10	10	Cash	8,00,00,000/-	Allotment to Promoters, Body Corporates, Individuals & HUF's

3. Build up of Promoters' capital, Promoters' contribution and lock in

a) History of Equity Share capital held by the Promoters

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

1. MR. HARDIK SANGHVI							
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition/Transfer	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %
On Incorporation (13.03.2013)	Cash	60,000	10	10	Subscriber to Memorandum	0.76	0.39

2. MR. SANJAY VARDHAN							
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition/Transfer	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %
20/05/13	Cash	5100	10	10	Allotment	0.06	0.03

3. MR. SHRIPAL BAFNA							
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition/Transfer	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %
20/05/13	Cash	10000	10	10	Allotment	0.13	0.06

None of the above shares qualifies for Promoters’ contribution in terms of Regulation 33 (1) of SEBI (ICDR) Regulations. Therefore, as per Regulation 37 of the SEBI (ICDR) Regulations, 2009, the entire Pre issue Equity share capital of the promoters (75,100 shares) and other members (79,24,900 shares) aggregating to 80,00,000 shares will be locked in for a period of one year from the date of commercial production or date of allotment in this issue whichever is later.

b) Promoters’ contribution and lock in

As per Regulation 32 (1) of SEBI (ICDR) Regulations, 2009 the minimum Promoters’ contribution shall be 20% of the post issue equity share capital. Accordingly, our Promoters propose to contribute to 31,50,000 Equity Shares of Rs.10/- each at a premium of Rs.15/- per share. In terms of Regulation 36, the minimum Promoters’ contribution should be locked in for a period of three years from the date of commencement of commercial production or date of allotment in this issue whichever is later. Therefore, the above shares of our Promoters (20 % of Post Issue Share Capital) will be locked in for a period of three years from the date of commencement of commercial production or date of allotment in this issue whichever is later. The following Promoter will contribute to the minimum Promoters’ contribution:-

Name of the Promoter	No. Of Shares	Total Amount agreed to contribute @ Rs.25/- per share
Hardik Sanghvi	90000	Rs. 22,50,000/-
Sanjay Vardhan	1332000	Rs.3,33,00,000/-
Shripal Bafna	1680000	Rs.4,20,00,000/-
Total	3102000	Rs.7,75,50,000/-

We confirm that the shares considered for minimum Promoters’ contribution do not qualify as ineligible as per Regulation 33 (1) of SEBI (ICDR) Regulations, 2009 as shown below:-

Reg No.	Promoters’ Minimum Contribution	Yes / No & Remarks (If any)
33 (a) (i)	Whether acquired in consideration other than cash and revaluation of assets or capitalisation of intangible assets.	No

33 (a) (ii)	Whether bonus issue to the Promoters resulting from capitalisation of revaluation reserves	No, There is no revaluation reserve or unrealised profits in the Company
33 (b)	Whether Promoters acquired shares during the preceding one year at a price at which specified securities are being offered to public in the IPO	No.
33 (d)	Specific securities pledged with any creditor	No

We further confirm that the respective Promoters have, in a written undertaking, consented to have locked in total of 3150000 Equity Shares proposed to be allotted to them in this issue as Promoters' contribution for a period of three years from the date of commencement of commercial operation or from date of allotment in this issue whichever is later.

The specified securities which are subject to lock in shall carry the inscription '**non transferable**' along with the duration of non transferable period in the face of the certificate. The shares which are in dematerialised form shall be locked in by the respective depositories.

c. Other requirements in respect of lock in

- a) As per Regulation 39 of SEBI (ICDR) Regulations, 2009, the locked-in Equity Shares held by the Promoters can be pledged only with banks or financial institutions as collateral security for the loans granted by such banks or financial institutions, provided the pledge of shares is one of the terms of sanction of loan. Further, the locked in Equity Shares held by the Promoters as minimum Promoters' contribution can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions, provided that such pledge of the Equity Shares is in respect of a financial facility which has been granted for the purpose of financing one or more of the objects of the Issue.
- b) Under Reg 40 of SEBI (ICDR) Regulations, 2009, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 36 & 37 of SEBI (ICDR) Regulations, 2009, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 as applicable..
- c) Further, as per Reg 40 of SEBI (ICDR) Regulations, 2009, the Equity Shares held by the Promoter may be transferred to and amongst the Promoter group or to a new Promoter or persons in control of the Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 as applicable.

4. Shareholding Pattern of the Company

The table below presents the Pre Issue and Post Issue shareholding pattern of the Company

Name of Shareholder	Pre-Issue (As on the date of filing of this Prospectus with SEBI)		Post-Issue	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Promoters & Promoter Group	245000	3.06	3395000	21.90
Non – Promoters	7755000	96.94	12105000	78.10
Total	8000000	100.00	15500000	100.00

5. Equity Shares held by top ten shareholders

5a) Top ten shareholders of Company as of the date of the filing of this Prospectus are as follows:

SL.	NAMES OF SHAREHOLDERS	No. OF SHARES	% TO PRE ISSUE SHARE CAPITAL
1	Manish D Desai	500000	6.25
2	Dipakkumar A Doshi	500000	6.25
3	Origin Data Solutions Pvt. Ltd.	400000	5.00
4	Rao Ravi Jayesh	300000	3.75
5	Heta Mehta	280000	3.50
6	Hetal Mehta	280000	3.50
7	Divyesh Mehta	280000	3.50
8	Veena Mehta	280000	3.50
9	Jigna S Mehta	280000	3.50
10	Sagar Mehta	280000	3.50
	Total	3380000	42.25

5b) Top Ten shareholders of the Company as of ten days prior to the filing of this Prospectus are as follows:

SL.	NAMES OF SHAREHOLDERS	No. OF SHARES	% TO PRE ISSUE SHARE CAPITAL
1	Manish D Desai	500000	6.25
2	Dipakkumar A Doshi	500000	6.25
3	Origin Data Solutions Pvt. Ltd.	400000	5.00
4	Rao Ravi Jayesh	300000	3.75
5	Heta Mehta	280000	3.50
6	Hetal Mehta	280000	3.50
7	Divyesh Mehta	280000	3.50
8	Veena Mehta	280000	3.50
9	Jigna S Mehta	280000	3.50
10	Sagar Mehta	280000	3.50
	Total	3380000	42.25

5c) Top Ten shareholders of Company as of 2 years prior to the filing of this Prospectus:

Not Applicable as the Company was incorporated on 13.03.2013.

6. Our Company under this Prospectus proposes to issue 7500000 Equity Shares of Rs.10/-each at a premium of Rs.15/- per share. Out of the above, 378000 Equity Shares are Reserved for the Market Maker and the Net offer to the public is 3972000 Equity Shares. The promoters would subscribe to

3150000 Equity Shares of Rs.10/- each at a premium of Rs.15/- per share and the promoters' contribution of Rs.787.50 Lacs would be brought in before the Public issue and kept in an escrow account and a CA certificate would be submitted to BSE/ Board to this effect one day prior to the opening of the Issue. .

As per Regulation 43 (4) of above, as amended, since ours is a fixed price issue, the allocation in the net offer to public category (3972000 Equity Shares) shall be made as follows:-

- a) Minimum 50 % to retail individual investors and
- b) Remaining to
 - i) Individual applicants other than retail individual investors and
 - ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.
- c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category

Any over subscription to the extent of 10 % of the issue can be retained for the purpose of rounding off to the nearest integer during finalising the allotment, subject to minimum allotment which is the minimum application size in this issue. Consequently, the actual allotment may go up by a maximum of 10 % of the issue, as a result of which, the post issue paid up capital after the issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock in shall be suitably increased so as to ensure that 20 % of the post issue paid up capital is locked in. In the case of over subscription in all categories, the allocation in the issue shall be made as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.

7. All shares issued since the date of incorporation of the Company i.e. since 13.03.2013 are fully paid up.
8. There has been no revaluation of the assets of the Company since its incorporation i.e. 13.03.2013.
9. The Company has not availed of any bridge loans to be repaid from the proceeds of the issue.
10. The Company has not issued any equity shares out of revaluation reserves or for consideration other than cash to the existing shareholders by capitalizing reserves.
11. The company has 111 shareholders as on the date of filing this Prospectus with BSE.
12. As on the date of this Prospectus, no shares of our Company have been pledged by the Promoter or the Promoter Group.
13. The Shareholders of the Company do not hold any warrant, options, convertible loan or any debenture, which would entitle them to acquire further Shares of the Company.
14. There shall be only one denomination of the equity shares of the Company unless otherwise permitted by law. The company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
15. The Company has not granted Equity Options to its employees.
16. There would be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus with BSE until the Equity Shares to be issued pursuant to the Issue have been listed.
17. We do not presently intend or propose to alter our capital structure for a period of six months from the Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. However, the Company may make acquisitions or enter into joint ventures or make investments, in which case the Company may consider

raising additional capital to fund such activity or use equity shares as a currency for acquisition or participation in such joint ventures or investments.

18. The entire issue price is to be paid on application and hence there will be no partly paid up shares arising out of this issue.
19. Except for the Equity Shares mentioned below, no other Equity Shares have been issued at a price lower than the Issue price during the preceding one year prior to the date of this Prospectus -

S.No	Name of the person	Category	No. of shares allotted at par	Date of allotment	Consideration
1	Manish D Desai	Individual	500000	20 th May' 13	Cash
2	Dipakkumar A Doshi	Individual	500000	20 th May' 13	Cash
3	Origin Data Solutions Pvt. Ltd.	Company	400000	20 th May' 13	Cash
4	Rao Ravi Jayesh	Individual	300000	20 th May' 13	Cash
5	Heta Mehta	Individual	280000	20 th May' 13	Cash
6	Hetal Mehta	Individual	280000	20 th May' 13	Cash
7	Divyesh Mehta	Individual	280000	20 th May' 13	Cash
8	Veena Mehta	Individual	280000	20 th May' 13	Cash
9	Jigna S Mehta	Individual	280000	20 th May' 13	Cash
10	Sagar Mehta	Individual	280000	20 th May' 13	Cash
11	Bharatbhai Y Mehta HUF	HUF	280000	20 th May' 13	Cash
12	AnilKumar A Doshi	Individual	250000	20 th May' 13	Cash
13	Nilang Kumar A Doshi	Individual	250000	20 th May' 13	Cash
14	Ishan G. Patel	Individual	250000	20 th May' 13	Cash
15	Ghanshyam M Patel	Individual	250000	20 th May' 13	Cash
16	Bharat U Gadhecha	Individual	200000	20 th May' 13	Cash
17	Kalpesh U Gadhecha	Individual	200000	20 th May' 13	Cash
18	Tushar D. Desai	Individual	150000	20 th May' 13	Cash
19	Brijesh Kumar D. Desai	Individual	150000	20 th May' 13	Cash
20	Hasmukhbhai Makwana	Individual	100000	20 th May' 13	Cash
21	Kusum Finserve Pvt Ltd	Individual	100000	20 th May' 13	Cash
22	KIFS Securities Limited	Individual	100000	20 th May' 13	Cash
23	Dapki Shilpaben Rajanbhai	Individual	90000	20 th May' 13	Cash
24	Vasudev G Dapki (HUF)	HUF	90000	20 th May' 13	Cash
25	Darshil Rajan Dapki	Individual	90000	20 th May' 13	Cash
26	Rajan Vasudev Dapki	HUF	90000	20 th May' 13	Cash

	(HUF)				
27	Nishal Rajan Dapki	Individual	90000	20 th May' 13	Cash
28	Hirachand Dhokad	Individual	90000	20 th May' 13	Cash
29	Kirtan M Shah	Individual	60000	20 th May' 13	Cash
30	Virenbbhai Vinodbhai Shah	Individual	50000	20 th May' 13	Cash
31	Sahil Virenbbhai Shah	Individual	50000	20 th May' 13	Cash
32	Bhumika Manish Ramchandani	Individual	50000	20 th May' 13	Cash
33	Simran Rajesh Ramchandani	Individual	50000	20 th May' 13	Cash
34	Pramod Premchand Shah	Individual	50000	20 th May' 13	Cash
35	Rina Sandeep Shah	Individual	50000	20 th May' 13	Cash
36	Kalpana Pramod Shah	Individual	50000	20 th May' 13	Cash
37	Sandeep p Shah (HUF)	HUF	50000	20 th May' 13	Cash
38	Sandeep P Shah	Individual	50000	20 th May' 13	Cash
39	Ruchita Sumeeth Haran	Individual	50000	20 th May' 13	Cash
50	Sukhi Devi Haran	Individual	50000	20 th May' 13	Cash
41	Rameshkumar Haran	Individual	50000	20 th May' 13	Cash
42	Binaben Shailesh Desai	Individual	50000	20 th May' 13	Cash
43	Parshwa Shailesh Desai	Individual	50000	20 th May' 13	Cash
44	Bipin Vallabhbhai Patel	Individual	50000	20 th May' 13	Cash
45	Vinod B Jain	Individual	29900	20 th May' 13	Cash
46	Dharmeshbhai Zala	Individual	25000	20 th May' 13	Cash
47	Preetiben Zala	Individual	25000	20 th May' 13	Cash
48	Seema M Vardhan	Individual	25000	20 th May' 13	Cash
49	Ritaben Makwana	Individual	25000	20 th May' 13	Cash
50	Jignesh Makwana	Individual	25000	20 th May' 13	Cash
51	Rameshkumar Ukhchand (HUF)	HUF	20000	20 th May' 13	Cash
52	Mukesh Doshi	Individual	20000	20 th May' 13	Cash
53	Shailesh J. Doshi	Individual	20000	20 th May' 13	Cash
54	Ramesh Kumar Bafna	Individual	20000	20 th May' 13	Cash
55	Sheetal Haran	Individual	20000	20 th May' 13	Cash
56	Kamladevi	Individual	20000	20 th May' 13	Cash
57	Prithviraj Haran	Individual	20000	20 th May' 13	Cash
58	Babita Jain	Individual	20000	20 th May' 13	Cash

59	Mukesh Vardhan	Individual	15000	20 th May' 13	Cash
60	Vijaya Vinod Jain	Individual	10000	20 th May' 13	Cash
61	Ashok Daulatraj Bafna	Individual	10000	20 th May' 13	Cash
62	Savita Ashok Bafna	Individual	10000	20 th May' 13	Cash
63	Champalal V. Bohra (HUF)	HUF	10000	20 th May' 13	Cash
64	Shaileshkumar B Tated	Individual	10000	20 th May' 13	Cash
65	Seema S Jain	Individual	10000	20 th May' 13	Cash
66	Sungibai Bhabutmal Tated	Individual	10000	20 th May' 13	Cash
67	Shaileshkumar B Tated (HUF)	HUF	10000	20 th May' 13	Cash
68	Shripal K Bafna	Individual	10000	20 th May' 13	Cash
69	Dimple Shailesh Doshi	Individual	10000	20 th May' 13	Cash
70	Bhavna Bharat Jain	Individual	10000	20 th May' 13	Cash
71	Ramesh Kumar Jain (HUF)	HUF	10000	20 th May' 13	Cash
72	Sureshkumar Sumermal Doshi	Individual	10000	20 th May' 13	Cash
73	Sapna Kalpesh Jain	Individual	10000	20 th May' 13	Cash
74	Kalpesh M Jain	Individual	10000	20 th May' 13	Cash
75	Madanraj Jain (HUF)	HUF	10000	20 th May' 13	Cash
76	Neelam Rajesh Bafna	Individual	10000	20 th May' 13	Cash
77	Alka Sanjay Jain	Individual	10000	20 th May' 13	Cash
78	Prakashdevi Madanraj Jain	Individual	10000	20 th May' 13	Cash
79	Sanjay Madanraj Jain	Individual	10000	20 th May' 13	Cash
80	Bharat Madanraj Jain	Individual	10000	20 th May' 13	Cash
81	Rajesh Moolchand Bafna	Individual	10000	20 th May' 13	Cash
82	Rajesh B Jain (HUF)	HUF	10000	20 th May' 13	Cash
83	Rajesh Jain	Individual	10000	20 th May' 13	Cash
84	Lalita Jain	Individual	10000	20 th May' 13	Cash
85	Sanjay Babulal Jain	Individual	10000	20 th May' 13	Cash
86	Meena Sanjay Jain	Individual	10000	20 th May' 13	Cash
87	Sanjay B Jain (HUF)	HUF	10000	20 th May' 13	Cash
88	Sangeeta Rajesh Bohra	Individual	10000	20 th May' 13	Cash
89	Sanjay B Bafna (HUF)	HUF	10000	20 th May' 13	Cash
90	Sheela Sanjay Bafna	Individual	10000	20 th May' 13	Cash

91	Manish Bafna	Individual	10000	20 th May' 13	Cash
92	Kavita Piyush Mehta	Individual	10000	20 th May' 13	Cash
93	Chetan Bohra	Individual	10000	20 th May' 13	Cash
94	Rahul Bohra	Individual	10000	20 th May' 13	Cash
95	Priyanka Bohra	Individual	10000	20 th May' 13	Cash
96	Sushila Bohra	Individual	10000	20 th May' 13	Cash
97	Sanjay B Vardhan	Individual	5100	20 th May' 13	Cash
98	Patel Navin Manilal HUF	HUF	5000	20 th May' 13	Cash
99	Pranav D Doshi	Individual	5000	20 th May' 13	Cash
100	Sejal Shah	Individual	5000	20 th May' 13	Cash
101	Shailen R Shah	Individual	5000	20 th May' 13	Cash
102	Mumtaj Hamidbhai Mansuri	Individual	5000	20 th May' 13	Cash
103	Hamidbhai Ushmanbhai Mansuri	Individual	5000	20 th May' 13	Cash
104	Mitesh R. Shah	Individual	5000	20 th May' 13	Cash
	Total		7750000		

20. None of our Directors or Key managerial personnel hold any Equity Shares other than as set out below:-

Name	Designation	No. of Equity Shares held
Hardik Sanghvi	Chairman & M.D.	60000
Sanjay Vardhan	Director	5100
Shripal Bafna	Director	10000
Kushal Sangvi	Director	60000
Total		135100

21. Our Company has not made any public issue since incorporation.
22. Our Company has not raised any Bridge loan against the proceeds of the Issue.
23. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this issue.
24. The LM and their associates do not hold any Equity Shares in our Company.
25. Till date, no Equity Shares have been allotted pursuant to any scheme approved under section 391- 394 of the Companies Act, 1956.
26. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of registering the Prospectus with the ROC and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

27. Shareholding Pattern of the Company

Category code	Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Demat Form	Shareholding as a % of total number of shares		Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of total number of shares
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals / HUF	6	245000	245000	3.06	3.06	Nil	Nil
(b)	Any other (Bodies Corporate)	-	-	-	-	-	Nil	Nil
	Sub Total (A) (1)	6	245000	245000	3.06	3.06	Nil	Nil
(2)	Foreign	-	-	-	-	-	Nil	Nil
	Sub Total (A) (2)	-	-	-	-	-	Nil	Nil
	Total Shareholding of promoter and Promoter Group (A) = (A)(1)+(A)(2)	6	245000	245000	3.06	3.06	Nil	Nil
(B)	Public Shareholding							
	Institutions	0	0	0	0	0	Nil	Nil
	Sub Total (B) (1)	0	0	0	0	0	Nil	Nil
	Non Institutions	0	0	0	0	0	Nil	Nil
(a)	Bodies Corporate	3	600000	0	7.50	7.50	Nil	Nil
(b)	Individuals							
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lac	43	415100	0	5.19	5.19	Nil	Nil
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lac	59	6739900	0	84.25	84.25	Nil	Nil
	Sub Total (B)(2)	105	7755000	0	96.94	96.94	Nil	Nil
	Total public Shareholding	105	7755000	0	96.94	96.94	Nil	Nil
	Total (A+B)	111	8000000	245000	100.00	100.00	Nil	Nil
	(C) Shares held	-	-	-	-	-	Nil	Nil

	by Custodians and against which Depository receipts have been issued							
	Total (A+B+C)	111	8000000	245000	100.00	100.00	Nil	Nil

SECTION – IV PARTICULARS OF THE ISSUE

4.1 – OBJECTS OF THE ISSUE

The Objects of the Issue are:

1. To augment our capital base and provide for our fund requirements for meeting the working capital requirements,
Implementing marketing initiatives.
2. For acquiring fixed assets
3. To meet the issue related expenses
4. To benefit from the listing of equity shares on the SME Platform of BSE.

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

Fund requirement

The funds raised from this Issue shall be utilized for the following purposes:

S.N.	Particulars	Total Amount (Rs. lacs)
1	For Augmenting Working Capital requirement	2570.87
2	Demo Vans, Computers, Printers & Air conditioners & Office Furnitre & Fixtures	28.20
3	Public Issue Expenses	49.66
4	Contingencies @ 1%	26.27
	Total Fund requirement	2675.00

1. Working Capital Requirement

Our business is highly capital intensive & in order to meet our existing working capital requirements we propose to use Rs.2570.87 Lacs out of the Issue Proceeds to meet our working capital requirements. Stock, Debtors, Deposits, Advances & Provisions for Expenses have been taken at various levels based on management’s internal estimates which is as follows –

Working Capital Estimate –

(Rs. In Lacs)

	Particulars	FY2013-14 (Estimate)
A	Current Assets	
	Inventory	1575.09
	Trade Receivables	2986.49
	Cash & Cash Equivalents	10570.64
	Deposits, Loans & Advances	18.75
	Total Current Assets	15150.97
B	Current Liabilities	
	Sundry Creditors	--
	Creditors for Expenses	4273.60
	Total Current Liabilities	4273.60
C	Net Working Capital Gap	10877.36
	Met Out of	
D	Internal Accruals	8306.49
E	To be met out of IPO	2570.87

2. Cost of Fixed Assets

Particulars	Qty.	Cost (Rs. In Lacs)*
Air Conditioners	2	0.50

Office Equipments (Telephone, Water Purifier)	2	0.30
Office Furniture & Fixture	At 2 Offices	6.00
Demo Van		20.00
Computers	4	1.00
Printer	2	0.40
Total		28.20

*The above cost is based on quotations received by us.

3. Public Issue Expenses –

The Issue expenses estimated at Rs.49.95 lacs includes the fees payable to the LM, Registrar, Legal Counsel fees, stationery, printing and distribution expenses, NSDL/CSDL Connectivity charges, Listing fees payable to the Stock Exchange, IPO Deposit etc. The issue expenses of Rs.49.95 lacs work out to 2.66 % of the total proceeds of the Public Issue of Rs.1875.00 Lacs. The break up for the total expenses of the Issue are estimated as under:-

S. No.	Particulars	Amount in Rs. Lacs
1	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses	40.00
2	Advertisement & Marketing Exp.	2.64
3	Printing & stationery and postage expenses	5.62
4	Regulatory fees	1.69
	Total	49.95

4. Contingencies

As we will be importing all our products from China/Honk Kong & considering the fluctuations in foreign exchange currency, a contingency provision of Rs. 26.27 Lacs being 1% of the total Cost has been provided for.

The fund requirements and the intended use of the Issue Proceeds as described herein are based on management estimates and our current business plans. The fund requirements and intended use of Issue Proceeds have not been appraised by any bank or financial institution. In view of the competitive and dynamic nature of the industry, we may have to revise our expenditure and fund requirements as a result of variations in the cost structure, changes in estimates, exchange rate fluctuations and external factors, which may not be within the control of our management. This may entail rescheduling and revising the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our management subject to compliance of various applicable rules & regulations.

Means of Finance (Rs. Lacs)

Particulars	Amount
Existing Share Capital (Pre-Issue)	800.00
Issue Proceeds	1875.00
Total	2675.00

As per Regulation 4(2) (g) of SEBI (ICDR) Regulations, 2009, firm arrangement of finance through verifiable means towards seventy five percent of the stated means of finance excluding the amount to be raised through issue needs to

be made. Accordingly our Promoters have agreed to bring in their contribution of Rs. 787.50 Lacs one day before the issue opens to the Public and CA Certificate would be submitted to BSE/Board to this effect.

Schedule of implementation

The proposed estimated schedule of implementation for the projects is detailed below:

S.No.	Particulars	Estimated Schedule of Implementation
1	Towards Augmenting Working Capital Gap	Amount to be deployed during FY2013-14
2	Towards purchase of Fixed Assets	31 st Aug.'2013
3	Issue Related Expenses	15 th Aug.'2013

Sources and Deployment of Funds

The funds deployed up to 31.05.2013 pursuant to the object of this Issue on the Project as certified by the Auditors of our Company, viz. M/s S. D. Motta & Associates, Chartered Accountants pursuant to their certificate dated 04/06/2013 is given below:

Deployment of Funds

(Rs. in Lacs)

Deployment of Funds Amount	Amount
Project Related	55.16
Public Issue Related	00.11
Total	55.27

Source of Funds

(Rs. in Lacs)

Source of Funds	Amount
Existing Share Capital	55.27
Total	55.27

Interim Use of Proceeds

The management, in accordance with the policies set up by the Board, will have flexibility in deploying the proceeds received through the Issue. Pending utilization for the purposes described above, we intend to temporarily invest the funds in high quality interest or dividend bearing liquid instruments including deposits with banks for necessary duration. Such investments would be in accordance with any investment criteria approved by our Board of Directors from time to time & in compliance to section 61 of the Companies Act' 1956.

Monitoring of Utilization of Funds

The management of the Company will monitor the utilization of funds raised through this Public Issue. Pursuant to Clause 52 of the SME Listing Agreement, our Company shall, on half-yearly basis, disclose to the Audit Committee the application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. In case the funds are to be utilized for heads other than those provided under the project cost, the same would be done after taking due approval from the members in a general meeting as provided under Sec 61 of the Companies Act.

4.2 BASIC TERMS OF THE ISSUE:

The Equity shares being offered are subject to the provision of the Companies Act, 1956, the Memorandum and Articles of Association of our Company, the terms of this Prospectus and other terms and conditions as may be incorporated in the Allotment advice and other documents /certificates that may be executed in respect of the issue. The Equity shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, Government of India, RBI, ROC and /or other authorities as in force on the date of issue and to the extent applicable.

The present issue has been authorised pursuant to a resolution of our Board dated 25/04/2013 and a Special Resolution under Sec 81 (1A) of the Companies Act,1956 passed by our members at the EGM held on 21/05/2013.

Face Value	Rs.10/- per share
Issue Price	Rs.25/- per share including a premium of Rs.15/- per share
Market Lot and Trading Lot	6000 shares and multiples of 6000 shares thereafter subject to a minimum allotment of 6000 shares to the successful applicants
Terms of Payment	100 % of the issue price of Rs. 25/- per share shall be payable on Application. For details refer Section titled “ Terms of the Issue ” on Page No.143 of this 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

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of 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.

Further, in accordance with Regulation 106 (R) of SEBI (ICDR) Regulations, 2009, our Company shall ensure that the number of prospective allottees to whom the Equity shares are allotted will not be less than 50.

4.3 BASIS OF ISSUE PRICE:

Investors should read the following summary with the “**Risk Fctors**” beginning from Page No.13 of this Prospectus, section titled “**Our Business**” on Page No. 78 and “**Financial Information of the Company**” on Page No. 109 of this Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

1) Experienced Promoters –

Our company has been promoted by qualified Engineer Mr Hardik Sanghvi, who is B.E. (Electronics & Communications) & his Brother Mr. Kushal Sanghvi, an MBA & PDIBM (AMA). Later they were joined by Mr Shripal Bafna, having done his MBA from U.K. & having good experience in Import, Export & marketing and Mr Sanjay Vardhan, an eminent businessman having wide experience in real estate business in Mumbai.

We also have professionals, as a part of our management team, who have domain knowledge and experience. We believe that, our varied management team possesses detailed understanding of the technology & media industry, marketing of the product and its content exploitation.

Our Promoters constantly update their knowledge & techniques & have extensive knowledge of their subject. Mr. Hardik Sanghvi is been regularly invited to reputed universities for delivering technology and business lectures. He has been constantly interviewed by the leading Newspapers and TV Media , like TechCrunch, ITWire, CNBC, Enterprise Week, Economic Times, TOI, Indian Express, EWeek, DNA etc..

2) Focus on developing Innovative Product & the first mover advantage

VCU is the owner and provider of Rights for one of the world’s most unique & innovative Interactive Audio/Video Live Streaming hardware/software solutions for the masses at high quality and low bandwidth. Our product was built to cater to the infrastructure of Countries worldwide. VCU Pack boasts unique video encoder, media server, decoder and 2G/3G/4G/wifi and bandwidth aggregation technology with over 6 years of research and development from 7 countries made HD video communication better even at low and fluctuating bandwidth.

3) Quality Assurance

Our company has been promoted by both technical & marketing experts and they believe in maintenance of high qualitative assurance in development of their products and delivering their services. Quality Assurance has been kept at the helm in development and marketing of the products.

For further details in respect of our qualitative factors, please refer to paragraph “**Key Business Strengths**” appearing on Page No. 38 of this Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our restated financial statements certified by the Statutory Auditors of the Company. Quantitative factors like EPS, P/E ratio and Return on Net Worth are not applicable since our Company is a new company incorporated on 13.03.13 and is yet to commence its full fledged operations.

1. Net Asset Value (NAV) per share

A	Pre–issue NAV (based on Audited results as on 31 st May’2013)	Rs. 9.73
B	Issue Price :	Rs. 25.00
C	NAV after this Issue	Rs. 17.12

Note: NAV per share is calculated based on Net Worth as on 31.05.2013 and considering the proposed issue.

2. Industry Average P/E

There is no listed company in the same line of business and hence, there is no industry average P/E.

3. Comparison with Peer Group

Currently, there are no listed peer group companies in the same line of business as ours.

The face value of Equity Shares of our Company is Rs.25/- and the Issue Price is 2.5 times of the Face Value. The issue price has been determined by our Company in consultation with the Lead Manager and the LM believes that the Issue price of Rs.25/- per share is justified in view of the qualitative factors. The investors need to peruse the risk factors and financials of the company including important profitability and return ratios, as set out in the Auditors’ Report in the offer Document to have more informed view about the investment proposition.

4.4

STATEMENT OF TAX BENEFITS

To,
 The Board of Directors
 VCU Data Management Limited
 1/1A, 5th Floor, Rahimatoola House,
 Fort, Mumbai – 400 001.

Sub.:- Statement of possible Tax Benefits available to the Company and its shareholders on proposed Public Issue of Shares under the existing tax laws

We hereby confirm that the enclosed Annexure states the possible tax benefits available to the VCU Data Management Limited (“the Company”) and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) and the Wealth Tax Act, 1957, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not fulfill.

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

Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current tax laws in force in India. We do not express any opinion or provide any assurance whether –

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

Our Views given here are based on the facts and assumptions indicated to us. 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 the 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 or intentional misconduct. We will not be liable to any other person in respect of this statement.

For S. D. Motta & Assocaites
Chartered Accountants

(Sanjay D. Motta)
Proprietor
Membership No. :- 107688
Date: 04/06/2013
Place:Dombivli

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

I. Special Benefits available to our Company

There are no special tax benefits available to the Company.

II. Special Benefits available to the Shareholders of our Company

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

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

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

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

I. Benefits available to the Company

1. Depreciation

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

2. Dividend Income

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

3. Income from Mutual Funds / Units

As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:
Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or
Income received in respect of units from the Administrator of the specified undertaking; or
Income received in respect of units from the specified company.

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

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

4. Income from Long Term Capital Gain

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

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

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

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

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

Book Profit A.Y.-2013-14

If book profit is less than or equal to Rs. 1 Crore 19.06%

If book profit is more than Rs. 1 Crore 20.01%

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

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

7. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long term specified asset” within a period of 6 months after the date of such transfer. However, if the assessee transfers or converts the long term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long term specified asset is transferred or converted into money. A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

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

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

8. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)

9. Preliminary Expenses

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

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

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

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

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

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

indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

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

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

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

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

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

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

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

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

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

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

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

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

1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.

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

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

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

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

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

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

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

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

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

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

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

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

(iv) As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

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

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

IV. Foreign Institutional Investors (FIIs)

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

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

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

Nature of Income & Rate of Tax (%)

Nature of Income	*Rate of Tax (%)
Long Term Capital Gain	10
Short Term Capital Gain (Sec.111A)	15
Short Term Capital Gain (Other than Sec.111A)	30

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

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

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

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

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

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

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

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

V. Venture Capital Companies/Funds

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

VI. Mutual Funds

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

Under the Wealth Tax Act, 1957

Benefits to shareholders of the Company

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of section 2 (ea) of Wealth Tax Act, 1957. Hence the shares are not liable to Wealth Tax.

Tax Treaty Benefits

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

Notes:

- The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;
- The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;
- This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax

consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;

- In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and
- The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

SECTION V - ABOUT THE COMPANY

The information presented in this section has been obtained from publicly available documents from various sources, including officially prepared materials from the industry websites/publications and company estimates. Industry websites/publications generally state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

Although the Company believes industry, market and government data used in this Prospectus is reliable, the information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Similarly, internal Company estimates, while believed to be reliable, have not been verified by any independent agencies.

Indian Economy Overview

India is the fourth largest economy in the world after the European Union, United States of America and China in purchasing power parity terms, with an estimated Gross Domestic Product ("GDP") (purchasing power parity) of U.S.\$ 4.46 trillion in 2011 (Source: CIA World Factbook 2011). Economic indicators suggest that slowdown has continued in 2012-13. However, recent policy reforms should help in arresting the downturn. They may, on their successful implementation, support recovery later. The potential growth rate of the Indian economy that peaked around the middle of 2007-08, has since continued its downward slide into Q1 of 2012-13 to around 7.0 per cent. With negative output gap persisting, growth in 2012-13 is likely to fall short of the Reserve Bank's earlier projection. (Source: RBI, Macroeconomic and Monetary Developments, Second Quarter Review, 2012-2013).

While India's recent slowdown is partly rooted in external causes, domestic causes are also important. The strong post-financial-crisis stimulus led to stronger growth in 2009-10 and 2010-11. However, the boost to consumption, coupled with supplyside constraints, led to higher inflation. Monetary policy was tightened, even as external headwinds to growth increased. The consequent slowdown, especially in 2012-13, has been across the board, with no sector of the economy unaffected. Falling savings without a commensurate fall in aggregate investment have led to a widening current account deficit (CAD). Wholesale price index (WPI) inflation has been coming down in recent months. However, food inflation, after a brief slowdown, continues to be higher than overall inflation. Given the higher weightage to food in consumer price indices (CPI), CPI inflation has remained close to double digits. Another consequence of the slowdown has been lower-than-targeted tax and non-tax revenues. With the subsidies bill, particularly that of petroleum products, increasing, the danger that fiscal targets would be breached substantially became very real in the current year. The situation warranted urgent steps to reduce government spending so as to contain inflation. Also required were steps to facilitate corporate and infrastructure investment so as to ease supply. Several measures announced in recent months are aimed at restoring the fiscal health of the government and shrinking the CAD as also improving the growth rate. With the global economy also likely to recover somewhat in 2013, these measures should help in improving the Indian economy's outlook for 2013-14. *

The telecom sector has been one of the fastest growing sectors in recent years. India is now the second largest telephone network in the world, after only China. A series of reform measures by the government, wireless technology, and active participation by the private sector played an important role in the exponential growth of the telecom sector in the country. *

Since the announcement of the Broadband Policy in 2004, several measures have been taken to promote broadband penetration in the country. As a result, there were 22.86 million internet subscribers including 13.79 million broadband subscribers at the end of March 2012. Broadband subscribers increased to 14.81 million by the end of October 2012. Special efforts are being made to increase the penetration of broadband, especially in rural and remote areas. The government has approved a project at a cost of ₹ 20,000 crore for creating a National Optical Fiber Network (NOFN) which will provide broadband connectivity to 2.5 lakh gram panchayats for various applications like ehealth, e-education, and e-governance. The project is being funded under the Universal Service Obligation Fund (USOF).*

*(Source – Union Budget & Economic Survey 2012-13)

5.1 Industry Overview –

Telecommunication, Technology & Surveillance Industry –

Telecommunication has been recognized the world-over as a powerful tool of development and poverty reduction through empowerment of masses. It is one of the key enabler for 'inclusive and sustainable' growth and in areas of poverty reduction, employment generation, gender equity, balanced regional development and special protection for vulnerable sections of the society. Indian telecommunication sector has emerged as a strong growth engine for the Indian economy in the last decade with the country witnessing tremendous growth in wireless sector. The penetration of internet and broadband has also improved. The Government of India approved a project for creation of National Optical Fibre Network for connecting 2.5 lakh Gram Panchayats with support from Universal Service Obligation Fund (USOF). The proposed National Telecom Policy, under finalization in consultation with various stakeholders is a step forward for bringing rapid and equitable growth of this sector.#

Indian Telecommunication sector maintained the impressive growth rate during the current year. Indian telecom network has 926.55 million connections at the end of December'11 with 893.86 million wireless connections and is the second largest network in the world after China. The one billion mark also appears to be achievable. The penetration of internet and broadband has also improved with 20.99 million internet subscribers and 13.30 million broadband subscribers across the country. The future progress of telecommunication in our country is very encouraging as operators have started rolling out the wireless broadband networks in the country and soon the services are expected to be available in the entire country.#

Television broadcasters operate studios and facilities that program and deliver audiovisual content to the public via over-the-air transmission. This industry excludes cable and satellite TV and operators that solely provide content online. The industry continues to experience strong competition from the digital cable and satellite TV industries. The cable TV industry, in particular, represents a significant threat to future industry growth, though broadcasters are increasingly negotiating with cable networks to get a portion of profit from viewers. New media is also posing competition, with greater numbers of viewers opting for the internet live streaming has become a popular medium for broadcasters to share visuals with viewers. Successful firms will make adjustments to changing consumer preferences and deliver a more interactive and customized service.*

With mobile broadband subscribers topping 200 million worldwide, the telecom industry is experiencing remarkable growth and demand from consumers who now use their phones for more than just talk. In the U.S., web-enabled smartphones are poised to overtake feature phones as the device of choice in the very near future. Expanding wireless networks in emerging markets open the possibility for mobile broadband subscribers to outnumber wired broadband subscribers within the next decade.*

The shift of revenue from fixed to mobile and from voice to data is accelerating as data and media are increasingly untethered from specific devices or networks. Innovation is vibrant and opportunities abound for device manufacturers, service providers, and mobile app developers. But the competition is equally intense, requiring a detailed understanding of the market and clear insight into the signal consumers are sending. High Uplink bandwidth in remote areas of India and the world is still distant dream. Same is the situation in case of availability of wireless and mobile bandwidth. Wired access is mostly not present or very expensive. Mobile Data connectivity offers 30kbps - 150kbps uplink in most area across the country and the world except for metro cities where you can push up to 200kbps-300kbps uplink but no more. This makes HQ video uplink from remote/ mobile locations as required by homeland security, Media, education and corporate conferencing at large practically impossible. *

Annual Report – Department of Telecommunication'2011-2012

*Broadcasting Industry Statistics and Market Size *Source: Ibisworld*

Surveillance Industry –

The video surveillance industry has changed dramatically over the years. The need for intelligent security systems, increasing terrorist strikes, dwelling infrastructure, and rising criminal activities have fueled the demand for reliable and intelligent security systems. The advantages of surveillance systems over physical security such as the ability to allow remote monitoring have resulted in wide deployment across India. *

The video surveillance industry has continued to enjoy a robust growth despite the unfavorable economic climate. The growth in worldwide market for video surveillance equipment has been mainly driven by the sales of IP-based network video surveillance equipment. The global CCTV and video surveillance

equipment market is growing at a CAGR of about 25 percent and is poised at Rs. 80,000 crore. It is expected to arrive at Rs. 150,000 crore by 2015.*

The region-level analysis, carried out in “**Global CCTV Market Forecast to 2014**”, revealed that Asia and Middle East will gain significant share in the global CCTV market by 2014-end, capturing around one-fourth share. India and China with their huge population base will be the key drivers in the Asian market. (Source: <http://www.rncos.com/Market-Analysis-Reports/Global-CCTV-Market-Forecast-to-2014-IM374.htm>)

Asia accounts for 35 percent of the global CCTV market, estimated at Rs. 27,000 crore. The network video surveillance equipment sales will witness an increase of 25 percent in 2012, despite uncertainty in the Eurozone, according to IMS Research. *

*(Magazine - Telecom & Networking Communication Today July'2012)

Improvements in technologies for recording and transmission have opened up several revenue opportunities for mobile video surveillance devices, especially in the transit bus, police vehicles and rail markets across the world. These technology developments have extended the scope of mobile video surveillance to include monitoring and training drivers to improve performance. New analysis from Frost & Sullivan, Opportunities in the World Mobile Video Surveillance Market, finds that the market earned revenues of \$615.4 million in 2008 and estimates this to reach \$1.55 billion by 2015. Mobile video surveillance's growing popularity in security and non-security applications presents new opportunities for solution providers. The need for security in public transport systems will offer additional impetus for the uptake of mobile video surveillance technology. (Mobile Video Surveillance Industry Statistics and Market Size Source: Frost)

Growing concern for Security –

Rapid economic growth and rising industrial activities amid security threats, fear of potential terrorist attacks has fuelled the demand for CCTV cameras evidently as government authorities and even private sector are investing huge amount of money in installing CCTVs to secure their offices and public places across the country.

Market size –

Growing at a compounded annual growth rate (CAGR) of about 30 per cent, the video surveillance and closed circuit television (CCTV) camera market in India is likely to reach Rs 2,200 crore by 2015 Indian CCTV camera market is currently poised at about Rs 1,000 crore and accounts for over 40 per cent of the Rs 2,400 crore worth total electronic security market in India, according to a study titled ‘Indian CCTV/Video Surveillance Market: The Way Ahead’ released by The Associated Chambers of Commerce and Industry of India (ASSOCHAM).

Opportunities –

Rapid economic growth and rising industrial activities amid security threats, fear of potential terrorist attacks has fuelled the demand for CCTV cameras evidently as government authorities and even private sector are investing huge amount of money in installing CCTVs to secure their offices and public places across the country. CCTVs are the most sought after security systems and apart from government, both at the central and the state levels, the private sector is also going to increase their expenditure on security surveillance.

The CCTV camera industry is going to emerge as a huge market in the next few years in wake of rising demands from sectors like hospitality industry, services, healthcare, retail and transportation. The ease to inter-connect all monitoring systems, traffic systems, various market places with police stations and defense headquarters in the real time make the CCTV surveillance a prominent and feasible security solution.

Deployment of CCTVs significantly help in carrying out post-attack investigation, besides, continuous monitoring of the video surveillance system also plays a vital role in combating security breaches and terror threats at sensitive places like railway stations, airports, hospitals and busy market places.

The communications industry has changed dramatically into an always on, easy to time-shift, always with you on mobile platforms, customizable stream of news, cctv, entertainment, movies and music. Much of

this growth is occurring in online media, and the fastest growing markets are in developing nations such as China, India and Brazil. Remote Video Surveillance Industry market is predicted to grow to over \$20 billion in 2016 & VCUPack intends to cater to media houses, businesses, government bodies and law enforcement agencies, educational institutes in need of multi data-card uplink hardware/software solutions.

5.2 OUR BUSINESS OVERVIEW:

VCU is the owner and provider of Rights for one of the world’s most unique Interactive Audio/Video Live Streaming hardware/software solutions for the masses at high quality and low bandwidth. Our product was built to cater to the infrastructure of Countries worldwide. VCU Pack boasts unique video encoder, media server, decoder and 2G/3G/4G/wifi and bandwidth aggregation technology with over 6 years of research and development from 7 countries made HD video communication better even at low and fluctuating bandwidth.

Our objectives are ambitious yet achievable and with our management team and the experience of our founders’ core competencies we are certain to reach our targeted goals. Our business is currently within the 1 year start up phase of operations and serves a targeted population that consists of media houses, businesses, government bodies, law enforcement agencies & retail individuals. With over 30 years of combined experience, we are confident that we will grow into a globally recognized brand.

The communications industry has changed dramatically into an always on, easy to time-shift, always with you on mobile platforms, customizable stream of news, cctv, entertainment, movies and music. After difficult years during the financial crisis in 2008 and 2009, advertising revenue for global media firms has improved substantially. Global advertising media revenues were projected to be \$427.0 billion in 2011, growing further to \$449.0 billion in 2012, according to Magna Global, a unit of advertising agency leader Inter public Group. Much of this growth is occurring in online media, and the fastest growing markets are in developing nations such as China, India and Brazil. Additionally, Remote Video Surveillance Industry market is predicted to grow to over \$20 billion IN 2016 & VCU Data Management Limited intends to cater to Media houses, business houses, government bodies and law enforcement agencies, educational institutes in need of multi data-card uplink hardware/software solutions through its following products -

Our Products :

1) VCU Pack 1b: Base Model

Features –

- ITX-M52 (Intel Atom D525 dual core 1.8GHz),Aluminum Case S180(238*254*80MM)+Fan+ PCI Riser, Kingston DDR3, 4G,Hitach 500G SATA 2.5",12V 7A Adapter, Logo laser print on the case
- DVR Card
- 2 Built-in 3G Data Card
- 4 USB Ports for additional Data Cards



VCU Pack 1e: Base Model + LCD + Battery

- I7, Aluminum Case (238*254*80MM)+Fan+ PCI Riser, Kingston DDR3, 4G,Hitach 500G SATA 2.5",12V 5A Adapter, 1 On-board SIM, Logo laser print on the case
- DVR Card
- HDMI Capture
- Firewire Capture
- 2 Built-in 3G Data Card
- 6 USB Ports for additional Data Cards
- 7" Touchscreen
- 2 Hour Battery Backup
- Rugged

VCU Pack 1s: Tablet Device + LCD + Modules + Satellite Module

Battery + 6 SIM

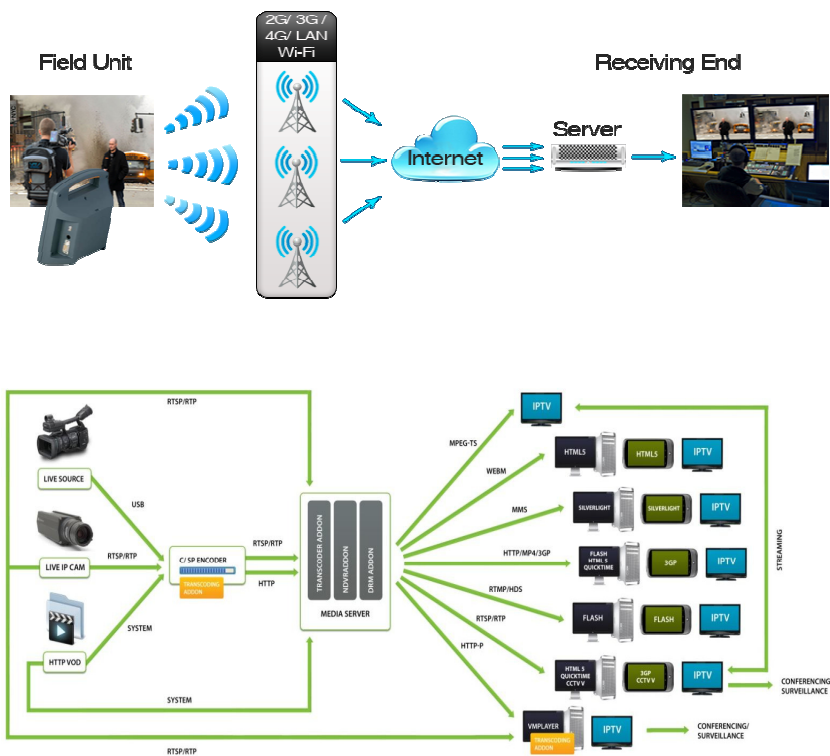


- i7+4GB+128SSD+128SD
- 4Hr Battery
- Rugged
- LCD
- 6 SIM Modules
- 8 Datacards
- Satellite
- Solar
- HDMI, HD-SDI, RCA, Firewire IN

Pricing per Unit

1b (Product) \$999 1e(Product) \$1,998 1s (Product) \$13,995

APPLICATION USAGE DIAGRAM –



Mobile Remote Surveillance –

Our innovative products will be useful in following major areas –

- **Oil Pipelines** - Monitor and Provide Quick Action in case of pipeline damages, act of vandalism, provide technical assistance
- **Police**- riot control, vigilance, drug trafficking, roaming vans, interface with existing CCTV
- **Forest** - Monitor Poaching, Illegal Mining, Tree Cutting and other Anti-Social Activities across the forest regions
- Transport Camera Mounted Transport Vehicles
- Government Kit fitted Buses and Taxis sending view to Police Control Room
- **Examination Monitoring**
Needs to run at low bandwidth
- **Poll Booth Monitoring**
Needs to run at low bandwidth
- **Forensic** - Remote Crime Site Investigation and Tele-Forensic
Needs to be D1 to HD Quality
- **Industries** - Remote Disaster Management and monitoring of relief activities in times of natural disasters including fire

- **Video Optimization for Network** - Video content consumes large part of Network Bandwidth. With VCUPack's advance video compression technology of transcoding and transrating it is possible to save over 60% bandwidth in video content delivery through the network or to the end users
- **Current Solutions & Issues**
Mostly Remote/ Rural or Mobile areas
- Bandwidth availability through Data cards/ Satellite at most places
- **Sea Vessel Based Monitoring:**
Needs to run at ultra low bandwidth
Only way to broadcast is satellite @ 3-5usd/ min
- IP Cameras & DVRs/NVRs
Needs Real IP
Requires 3mbps uplink
- Webcasting using laptops
Not easy to use - Requires a lot of training
Virus issue may lower the quality
Manual restart after every interruption
High initial setup time
Must have operator
Data Card Configuration Issues

2) **Mobile News Gathering Unit (MNGU) –**

- Features –
- Live video feed from any place where mobile network is available
 - Built-in Storage for pre-Recorded, Preparing & Uploading footage on the fly, S & F
 - IFB return channel
 - Built-in Wi-Fi, USB GPS
 - Dual Encoding(Simultaneous Live & Store at Different bit-rates)

<u>(MNGU) Mobile News Gathering Unit</u>			
	MNGU (mini)	MNGU (light)	MNGU (grand)
INTERNET	4 SIM	6 SIM + 2 USB + Ethernet	8 SIM + 2 USB + 2 Ethernet
Video			
Input	SDI	SDI, HDMI, FireWire(1394) Composite	SDI, HDMI, FireWire(1394) Composite
Resolution	Up to 640p	Up to 720p	Up to 1080p
Format	HD/SD, PAL/NTSC		
Encoding	H264/AVC Main/High Profile level 4 @ 32kbps to 8 Mbps & Custom		
Pre-Filtering	De-Interlacing		
Audio			
Input	Embedded, Analog(L-H)		
Encoding	AAC-LC/HE-AAC/HE-AACv2 2.0, 8 to 512 Kbps, Mono / Stereo& Custom		
Aggregation			
Bonding	2G,3G,4G,Wi-Fi,Ethernet		
Proprietary Technology			

	Benefits in video quality, resiliency, coverage		
	Effective prioritized connectivity based bonding algorithm		
	Easy operation in urban/overcrowded/poor coverage area, on-the-drive		
	Advance motion detection-estimation algorithm with dual encryption		
User Interface			
Control	Touch screen UI, Daylight Visibility		
OS	Embedded		
Features			
	Live		
	Built-in storage for Pre-Recorded, preparing and uploading footage on the fly, S & F		
	IFB return channel		
	Built-in Wi-Fi, USB GPS		
	Dual Encoding (Simultaneous Live & Store at Different bit-rates)		
Storage			
	External storage through SD card		
Battery			
	2 hot swappable batteries, capable of 1 hours of running time at full throttle.		
Environment			
	up to 90C (internal), up to 50C (external)		
Weight			
	1.5 Kg	1.7 Kg	2 Kg

3) Network Video Recorder (NVR) –

Features –


- Features include video management software with recording capabilities, video monitoring, recording and event management functions for multiple Network Camera.
- Categorized as consumer base (4 channel), industrial base (8 channel) these NVRs include flexible storage and management options with VCUPACK video viewing and automated monitoring software.
- The NVR can record video from up to 8 IP cameras located in local or remote sites into a dedicated HDD storage (optional) without turning on a computer.
- The NVRs support real-time monitoring and playback anytime, anywhere, via a web browser.
- With support up to 2/4 USB modems & 2/4 SIM cards different variants our NVRs are innovation packed.
- No batteries and no external plug-ins for consumer base & industrial base makes our offering one of the best in this segment.




VCU NVR		
	VCUPACK 1b NVR	VCUPAC 1e NVR
Video/Audio		

Input	1/2/4/8 channel	1/2/4/16 channel
Frame rate	30 FPS, 4-ch D1 (real time)	30 FPS, 4-ch 720p,D1,HD1 (real time)
Compression rate	1Kbit/S – 16Mbit/S	1Kbit/S – 16Mbit/S
Bandwidth Bonding	Connect up to 4 Data-card	Connect up to 8 Data-card
Compression	H.264 Main Profile @ level 3.0 / AAC	
Network	4G-LTE, 3G,2G,CDMA, Wi-Fi, Dual-Ethernet	
Operating System	Windows OS	
Portability	Vehicle-Wall-Pole mount, In Office – Single person carried, Easy operation on move	
Title Overlaid	Adjustable - Name/Data/Time/Stream Information	
SD Card Interface	Secure Digital storage up to 16 GB	
Weight	1.5 KG	
Mobile Monitor	Supports smart mobile monitor that is based onWindows Mobile, Android Mobile, Symbian and I-Phone platforms	
Power	DC12V/1.0A or DC12V/3.0A – 5W (Direct)	
Working Humidity	10 ~ 85%	
Working Temperature	50C (external) – 80C (Internal)	


4) MiFi Technology Specification –

Features -

MiFi Technical Specification	
Product Picture	
Product Name	3G Wireless Router
Product model	R1
Description	<ul style="list-style-type: none">• Wireless cloud storage, with USB flash disk/mobile HDD/USB card reader.• Creates a Wi-Fi hotspot from your 3G dongles or Ethernet connection, support up to 32 users access to internet at the same time.• Supply power to electronic products(iPhone/smart phone)via USB as power bank.
Features	<ul style="list-style-type: none">• Compatible with HSDPA/HSUPA/HSPA+,CDMA EVDO Rev A/B USB modem• Automatically recognize ADSL/DHCO and WAN/LAN without any preset profile

	<ul style="list-style-type: none">Connects iPhone and shares internet connectivity, Support Wi-Fi access		
Access Mode	<ul style="list-style-type: none">3G Wireless access (WCDMA/EVDO/TD-WCDMA)WAN/LAN port cable access		
Wi-Fi Hotspot	<ul style="list-style-type: none">Support 802.11b/g/nWIFI connect max bandwidth 150MbpsSupport over 32 Wi-Fi clients port connection		
Transmission Distance	Indoors up to 30m, Outdoors up to 50m		
Battery	<ul style="list-style-type: none">1800mAH		
	Standby time	8 hours	
	Work time	4 hours	
Charge Battery	<ul style="list-style-type: none">Via PC/Notebook USB portVia Power adaptor (5V 1.2A)Via General mobile phone chargerVia car adaptor		
Size	95(L)*35(W)*14(H)mm		
Weight	124g		
Environment	Operating Temperature	-10 ^o C ~ 50 ^o C	
	Storage Temperature	-20 ^o C ~ 60 ^o C	
	Humidity	5%~ 90%	
<u>Camera Specification</u>			
Product Picture			
Image Capture			
Sensor	CMOS Sensor		
Total of Pixel	720p (1280*720)		
Min illumination	IR on, 0 Lux		
Lens	F=3.6mm, F=2.0		F=8mm,F=2.0
IR Cutter	YES		
Pan/Tilt			
Pan Coverage	350 ^o	N/A	
Tilt Coverage	100 ^o	N/A	
Video Process			
Lighting	5 IR LEDs, 5-10m distance		8 IR LEDs, 40m distance

Control		
Resolution	720P (1280*720)/Q720P/QQ720P	
Compression	H.264/MJPEG	
Frame Rate	25fps	
Bit Rate	1.024Mbps ~ 6.144Mbps	
Image Rotation	Mirror / Up side down	
OSD	Support	
Audio Compression	G. 711/G. 726	
Network		
Basic Protocol	TCP/IP, UDP/IP, HTTP, SMTP, FTP, DHCP, DDNS, UPNP, NTP, RTSP, ONVIF*	
Wi-Fi	802.11b/g/n	
Other Features		
Mobile Phone View	M-JPEG and H.264 dual Streaming, M-JPEG Streaming Sent to Mobile Phone	
Dual Way Audio	Support	N/A
Motion Detection	Support	
Storage	Snap or Video SD card	
Trigger Actions	Email /FTP/SD Memory / External Alarm /Send Message to Alarm server	
User Setting	Three	
Date/ Time Setting	Support	
Upgrade	Upgrade from Network	
DDNS	A free DDNS have been written in device	
Hardware Interface		
Ethernet	10Base-T/100base-TX	
Memory	SD Slot	
POE	Optional	N/A
Physical Index		
Weight	400g	160g
Main Body	102(L)*110(W)*130(H)mm	220(L)*112(W)*106(H)mm
Power	DC 5V	DC 12V
Power	<6W	<12V

consump		
Operating Temp	-20°C ~ 50°C	
Humidity	10% ~ 80% non-Condensing	
Software (PC Side)		
OS Supported	Microsoft Windows 98 /2000/XP/Vista/Windows 7,Mac OS	
Browser		
Application Software	IPC Monitor.exe	

5) Smart Phone –

Features –

Smart Phone Features	
Model	N920e butterfly
Product Picture	
Product positioning	
Chip	MTK's fifth-generation high-speed smart chip
Processor	MT6589-1.2 GHz Quad-core system
RAM	1G/2G (Optional)
Memory	8GB
Touch Screen	5.o”Arc HD Touch Screen

Pixels	IPS 1280 X 720 pixels
OS	Android 4.1.2 OS
Appearance	PDA Arc touchscreen
Video Recording	1080 P video Recording
Body	9.9mm thin body acme
Battery	1800 mAh lithium ion battery
Camera	Before 5MP AF (before flash)+After 13MP/8MP AF(Optional)(after flash) front camera
Cover	The night light emitting dust protection housing
Network	3G (WCDMA/GSM)
Size	160x82.5x9.7 (Unit:mm)
Hard platform	Mediate MT6589-1.2 GHz Qual-Core (Low-power Cortex-A7 architecture)
Frequency band	WCDMA 2100/850 (HSDPA) and GSM 850/900/1800/1900
SIM card	Dual SIM cards, dual standby
Navigation	GPS+AGPS Navigator
Display	1280 x 720 pixels (~293 ppi pixel density)
Wireless transmission	3G/WIFI 802.11b/g/n/Bluetooth 2.0/EDGE/HSDPA/HSUPA
Modem features	Wireless AP (Mobile AP)
HSUPA	Support 5.76 Mbps
HSDPA	Support 7.2 Mbps
Light sensor	Support
Proximity sensor	Support
Gravity Sensor	Support
Bluetooth	Support
FM	Support
JAVA Expand	Support
Audio/Video	Support
WAP Browser	Support
Hand-writing	Support
Multilingual	Support

T-flash card	Support micro SD （T-Flash） 32G
Battery parameter	Standard battery content ：1800mAh
Talk time	120-150 (Unit: Minutes)
Standby time	120-180 (Unit: Hour)
Phone book	1000 Group
SMS/Color message	Support
Headphone jack	3.5MM standard interface
Charging port	mini USB 5pin interface
Color	Ivory white, Sapphire ,Dust-color

COLLABORATIONS

Our Company has entered into an agreement with M/s. VMukti Solutions Pvt. Ltd. for obtaining exclusive manufacturing and marketing rights of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc. As per said agreement VMukti will provide monthly Information Technology Software Services to VCU for all the products manufactured and marketed by VCU.

UTILITIES

Water

Water is required only for drinking and sanitary purposes and adequate water sources are available. The requirements are fully met at the existing premises.

Power

The company does not require much power except the normal requirement of the Offices of the company for lighting, systems etc. Adequate power is available.

Human Resources

The details of manpower employed as on 31/05/2013 are as under:

Sl.No.	Category	No. of Employees
1	Technical Operations & Marketing	3 (Three)
2	Administration	1 (One)
3	H.R.	1 (One)
	Total Staff Strength	5 (Five)

Competition

The technology, telecommunication & surveillance industry is getting more competitive with the increase in number of organized players. The following are the few international competitors we could identify viz. TVU networks , LiveU, Gearhouse Broadcast and Live function However we have developed a unique product and do not foresee any big local competition from any organized or unorganized players in the industry.

Marketing Set-up and Marketing Strategy

Company has effective marketing channel to handle the sales and distribution of its products. Presently major marketing set-ups are being overlooked by Company’s Management & we remain in constant touch with our clients to understand their feedback & make necessary changes in our Products & Services.

Export possibility and Obligation

We foresee immense export market for our products. However we do not have any export obligations as of date.

Intellectual property

Our Company has applied for registration of its trade mark “VCU” & “VCU Pack” vide its applications dated 01/06/2013.

Our Properties:

We do not own any properties. **Details of properties (including amenities) taken on lease are as under:-**

S . N o .	Address of the Property	Name of the Lessor	Period of lease	Area (in sq ft)	Terms of lease	Lease Rent p.m. (Rs.)	Advance deposit of lease rentals (Rs.lacs)
1	1/1A, 5 TH Floor, Rahimtoola House, Fort, Mumbai – 400 001.	Saiffee Hasanali Raj & Munira Saiffee Hasanali Raj	36 Months	570 Sq. Ft.	Lock-in One Year. 10% Increments every year.	72000/-	3 Months Rent i.e. Rs.2.16
2	F-1, Aryans Corporate Park, Nr. Shilaj Crossing, Thaltej, Ahmedabad - 380 064 Gujarat	Kamaldeep Singh (HUF)	36 Months	1750 Sq. Ft.	36 Months to be renewed thereafter	52500/-	52500/-

Relationship between the Lessor and the Promoters –

There is no relationship between Lessors and the Promoters.

Purchase of Property

Presently, we do not propose to purchase any property and all our offices will be set up on leased premises.

Manpower

As on 31-5-2013, our Company has 5 permanent employees.

Insurance

As on date, Company has not yet ordered any major stock of goods and had just received sample pieces of some of the products & other sample production is still in pipeline. Further Company is in the process of insuring its goods once it tests all its sample products and orders final delivery of goods. As on date no insurance policy has been taken by the Company.

5.3 KEY INDUSTRY REGULATION AND POLICIES –

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, State Government and the respective bye laws framed by the local bodies, and others incorporated under the laws of India.

The information detailed in this chapter has been obtained from the various legislations and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice.

Intellectual Property Laws:

Copyright Act, 1957

The Copyright Act, 1957 governs the law relating to copyright in India and defines infringement and provides remedies for the same. Copyright means the exclusive right to do or authorise others to do certain acts in relation to original (1) literary, dramatic or musical works, not being a computer programme, (2) computer programme, (3) artistic work, (4) cinematograph film and (5) sound recording. The object of copyrights is to protect the author of a copyrighted work from any unlawful reproduction or exploitation. Copyright subsists during the life of the author/creator of the work and 60 years thereafter in case the author is a natural person. In all other cases, copyright subsists for 60 years from the date of publication of the work concerned.

Trade Marks Act, 1999

The Indian law on trademark is enshrined in the Trade Marks Act of 1999. Under the existing Act, a trademark is a mark used in relation to goods and/or services so as to indicate a connection between the goods or services being provided and the proprietor or user of the mark. A ‘Mark’ may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style, the shape of goods other than those for which a mark is proposed to be used, or any combination thereof or a combination of colours and so forth. The trademark once it is applied for is advertised in the trademarks journal, oppositions, if any, are invited and after satisfactory adjudication of the same, is given a certificate of registration. The right to use a mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fees.

The Patents Act, 1970

The Patents Act, 1970 (“Patents Act”) is the primary legislation governing patent protection in India. In addition to broadly requiring that an invention satisfy the requirements of novelty, utility and non obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of application for the patent. The Patents Act deems that computer programmers per se are not ‘inventions’ and are therefore not entitled to patent protection.

Labour Laws:

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Employees Provident Funds and Miscellaneous Provisions Act, 1952 (“EPFA”) was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPFA provides for the institution of provident funds and pension funds for employees in establishments where more than 20 persons are employed and factories specified in Schedule I of the EPFA. Under the EPFA, the Central Government has framed the “Employees Provident Fund Scheme”, “Employees Deposit-linked Insurance Scheme” and the “Employees Family Pension Scheme”. Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of five years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of “five year continuous service” is however relaxed in case of death or disablement of an employee. Gratuity is

calculated at the rate of 15 days wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of Rs. 350,000 for an employee.

Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (the “ESI Act”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a Company is punishable with imprisonment or a fine, against persons in charge of, and responsible to the Company for the conduct of the business of the Company at the time of contravention.

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 tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Central Sales Tax Act (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.

Tax Related Legislations

Service Tax Act, 1994

The service tax gains its authority from item No 97 in the Union List of Seventh Schedule to the Constitution of India. Section 64 to 96 – I of the Finance Act, 1994, as amended from time to time. Service Tax had been imposed as an indirect tax which is demanded from one person on the expectation and intention that such person shall indemnify at the expense of other person who is consuming such service. The tax is levied on services and not on income or profits, thus carrying the tax to the point of consumption.

Income-tax Act, 1961

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. 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 31st October of each assessment year.

Indian Stamp Act, 1899

The Indian Stamp Act, 1899 (“Stamp Act”) and the relevant State Stamp Acts provide for the imposition of stamp duty at specified rates on instruments listed in Schedule I of the Act. The applicable rates for stamp

duty on these instruments, including those relating to conveyance, are prescribed by state legislation. Instruments chargeable to duty under the Stamp Act which are not duly stamped are inadmissible in a court of law and have no evidentiary value. Public officials have the power to impound such documents and if the executor wants to rectify them, he may have to pay a penalty of up to 10 times the original stamp value.

General

Competition Act, 2002

The Competition Act 2002 (the “Competition Act”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Act, although enacted in 2002, is being brought into force in a phased manner. Provisions relating to anti-competitive agreements and abuse of dominant position were brought into force with effect from May 20, 2009 and thereafter the Competition Commission of India (the “Competition Commission”) became operational from May 20, 2009. Sections 5 and 6 (dealing with combinations, mergers and acquisitions) are already notified by the GoI on June 01, 2011. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India. Recently, the Lok Sabha has passed a bill to transfer the pending monopolies and restrictive trade practices cases under the Consumer Protection Act, 1986 to the Competition Appellate Tribunal. Once this bill is notified the Competition Appellate Tribunal will take up the pending cases of unfair trade practices under the Consumer Protection Act, 1986. This bill will replace the ordinance which was introduced on October 14, 2009 to make the Monopolies and Restrictive Trade Practice Commission non functional.

The Indian Contract Act, 1872

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

The Companies Act, 1956

The Act deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Regulation of Foreign Investment in India

FEMA Regulations

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) which prohibit, restrict and regulate, transfer or issue of securities, to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the “automatic route” within the specified sectoral caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of Investments in excess of the specified sectoral limits under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned passing a

resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

Foreign Trade (Development and Regulation) Act, 1992

This statute seeks to increase foreign trade by regulating the imports and exports to and from India. This legislation read with the Indian Foreign Trade Policy provides that no export or import can be made by a person or company without an importer exporter code number unless such person or company is specifically exempt. An application for 82

an importer exporter code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.

Transfer of Property Act, 1882

The transfer of property is governed by the Transfer of Property Act, 1882 (“T.P. Act”). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908

The Registration Act, 1908 (“Registration Act”) has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

5.4 HISTORY AND CORPORATE STRUCTURE OF THE COMPANY

Our Company was incorporated on 13/03/2013 as VCU Data Management Limited & received certificate of commencement on 15/05/2013.

Registered office of Our Company

The registered office of our Company originally situated at C-3, Commerce House, Nagindas Master Road, Fort, Mumbai 400023 has now been shifted to 1/1A, 5th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai – 400 001, Maharashtra w.e.f.01/05/2013.

Main Objects:

We have the following main objects:

1. To offer multi data card video uplink hardware based solutions for remote security, media news gathering, and other Video communication requirements of the industry and government. Also to enable high quality video communication via hardware based solutions across the globe.

Changes in our Memorandum of Association

Since incorporation, no changes have been made to Memorandum of Association of the Company except following –

Date of Change	Particulars of Change
03/05/2013	Authorised Share Capital of the company was increased from 2500000 Equity Shares of Rs.10/- each to 16000000 Equity Shares of Rs.10/- each.

Major events in the History of our Company

Month, Year	Particulars of Events
Mar.'2013	Incorporation of the Company
April'2013	MOU entered into with VMukti Solutions Pvt. Ltd. for Exclusive Manufacturing and Marketing Rights of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc.
May'2013	Shift in Registered Office within the City Limits, Increase in Authorised Share Capital of the Company, Obtained Commencement Certificate.

Subsidiary of our Company

We do not have any subsidiary company.

Number of Shareholders of our Company

Our Company has 111 shareholders as on the date of filing of this Prospectus

Injunction or restraining order

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

Agreements

i) Shareholder Agreements -Nil

ii) Other Agreements – MOU entered into with VMukti Solutions Pvt. Ltd. for Exclusive Manufacturing and Marketing Rights of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc.

Except above, there are no agreements other than the agreements which we propose to enter or have entered into in the normal course of business.

Collaboration

MOU entered into with VMukti Solutions Pvt. Ltd. for Exclusive Manufacturing and Marketing Rights of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc.

Financial / Strategic Partners

There are no financial or strategic partners.

5.5 OUR MANAGEMENT

a. Our Board of Directors

The following table sets forth details regarding the members of our Board as on the date of filing this Prospectus

Sr. No.	Particulars	Date of appointment	No. of equity shares held in VCU & % shareholding (Pre issue)	Other Directorships
1	Hardik Sanghvi, S/O : Hemendra Sanghvi Age : 35 Yrs. Qualification: B. E. (Electronics & Communication) DIN :00327926 Passport No. H0658931 Occupation: Business Address: D-101, Dhananjay Tower, Behind Shyama Law House, Satellite, Ahmedabad – 380015.	Since Incorporation – 13/03/2013	0.75%	VMukti Solutions Pvt. Ltd. Adiance Technologies Private Limited
2	Kushal Sanghvi, S/o : Hemendra Sanghvi Age : 30 Yrs. Qualification:MBA,PDIBM (AMA), B.Com. DIN :00327882 Passport No. H0658352 Occupation: Business Address: D-101, Dhananjay Tower, Behind Shyama Law House, Satellite, Ahmedabad – 380015.	Since Incorporation – 13/03/2013	0.75%	VMukti Solutions Pvt. Ltd. Adiance Technologies Private Limited
3	Shripal Bafna S/O. Kantilal Bafna Age: 26 years Qualification: MBA DIN-06489822 Passport No. : G4542283 Occupation: Business	15.03.2013	0.13%	Shreenu UK Ltd.

	Address :Bldg -9, Flat -15, 3 rd Floor, Navjivan Society, Mumbai 400008			
4	Sanjay Vardhan S/o : Babulal Vardhan Age : 40 years Qualification: B.Com Din :00632772 Passport no. z2333284 Occupation: business Address - 22/H, Nesbit Hall, Nesbit Road, Mazgaon, Mumbai 400010	15.03.2013	0.06%	Ecostruck Realty Pvt. Ltd. Vardhan Estates Pvt. Ltd. Vardhan Infrastructure Limited Shri Navkar Shelters Pvt. Ltd. B.K. Shelters Pvt. Ltd. B.K. Estates Pvt. Ltd. Alacrity Real Estate Pvt. Ltd. Ecostruck Heights Pvt. Ltd. Ecostruck Builders Pvt. Ltd. Krishang Estates Pvt. Ltd. Krishang Homes Pvt. Ltd.
5	Surendra Jaiswal S/o. Shivcharanlal Jaiswal Age – 59 Years Qualification – B.A. DIN – 06595297 Passport No. Nil Occupation: Security Consultant Address - 1104,Prathmesh Tower,Mmgs Marg, Dadar (E),Mumbai-400014	24.06.2013	Nil	NIL
6	Ashok Garg S/o. Shyam Lal Garg Age – 58 Years Qualification – B.A. LL.B. DIN – 02398660 Passport No. - J8128638 Occupation: Tax Consultant Address - Flat No 402 Block No 25, Heritage City (Personal Floors), Gurgaon, 122002, Haryana	24.06.2013	Nil	R. V. Securities Pvt. Ltd. Third Wave Solutions Pvt. Ltd.
7	CA Dhurvaprakash Shetty S/O : Shekat Shetty Age : 43 years Qualification: ACA DIN :05164804 Passport No. Nil Occupation: Practicing CA Address A/602, Maa\halaxmi Heights, K K Marg, Mumbai	24.06.2013	Nil	Looks Health Services Limited
8	Gurpreet Singh Oberoi S/o. Praduman Oberoi Age : 51 Years Qualification : B.Com. DIN : 06613134 Passport No. – N.A. Occupation – Tax Consultant Address - 22/37,Block-22, West Patel Nagar, Delhi-110008.	24.06.2013	Nil	NIL

Brief Profile of Directors of our Company is given below:

Mr. Hardik Sanghvi – Chairman & Managing Director

Hardik Sanghvi, a passionate techie & a deep thinker, is on the verge of what he believes of bridging the digital & social divide through low cost video communications for the masses, while leading to dizzying success in his very own style of philanthropy.

Hardik Sanghvi have proved all doomsday prophecies that having education from elite institutes & having a rich flourishing background wrong and on the contrary have flourished under globalization. He constantly looks for innovations in video communications which make world a better place to live in. Under his leadership VMukti had come out with disruptive streaming, conferencing and IP-PBX Technologies. He has been Chief Architect and Mentor to many of the VMukti's path breaking features like interactive broadcasting and mobile video conferencing besides serving organization through the excellence of his Business Development Skills. Mr. Hardik Sanghvi, with 9+ years of global IT experience, is a backbone of VMukti located in two locations around the world with head quarter in India.

Mr. Hardik Sanghvi is been regularly invited to reputed universities for delivering technology and business lectures. He has been constantly interviewed by the leading Newspapers and TV Media , like TechCrunch, ITWire, CNBC, Enterprise Week, Economic Times, TOI, Indian Express, EWeek, DNA etc...

In his experience, he has worked with fortune 500 companies like Xerox, USA as well as Asian giants like Tata Consultancy Services (TCS).

He holds nine-plus years of extensive experience covering business development, client management, visualizing technology trends, architecture and design, feasibility analysis, team handling, budget planning, operations, project management, system development implementation, strategy planning, system migration planning, and technical support setup.

Mr. Kushal Sanghvi – Executive Director

Mr. Kushal Sanghvi, born on May 25, 1982, holds a Masters in Finance (MBA) along with his studies in import-export.

Under able guidance of Mr. Kushal Sanghvi VMukti had been able to spread its wings in many Countries. Through his accurate foresight VMukti has been able to take the strong leaps at the right time. He has been a Centre of excellence for Business management for his innovative yet Stringent Business Model.

Mr. Kushal has strong experience in financial management, business management, export management, budgeting, strategy planning & project management.

Mr. Shripal Bafna – Executive Director

Mr. Shripal Bafna, aged 27 years, comes from a business family from rajasthan. After completing his primary education in rajasthan Mr. Bafna did his graduation (in commerce) from H R College of Economics and Commerce, Mumbai. After completing his graduation from Mumbai, he shifted to London where he pursued his M.B.A. from Anglia Ruskin University, Cambridge and Chelmsford, UK.

While in U.K. Mr. Bafna was working as production controller for 3 year till Oct.'2010 with Spectrum Media Entertainment Ltd. London which was involved in production of Bollywood movies shot in U.K. He was responsible for preparing budgets, fund flow management, supervising accounts & financial matters etc. Later from Nov.'10 he joined Monohill Limited London, as Manager looking supervising Company's Export Division, Accounts & Financial Division & other Administrative matters. In Feb.'2013 Mr. Bafna shifted to India and decided to join VCU Data Management Limited as Director looking after Financial & Administrative matters from its Mumbai office. Mr. Bafna has good experience of around 5 Years in Accounts & Financial Management & office administrative matters.

Sanjay Vardhan – Executive Director

Mr. Sanjay Vardhan, aged 40 Years, is commerce graduate from Mumbai University & has done his Diploma in Construction Management, From Jamnalal Bajaj Institute, Mumbai.

Mr. Vardhan is highly energetic, result oriented & visionary businessman hailing from Rajasthan. Mr. Vardhan is known for turnaround achievements bringing stability & increasing revenue & profitability. Mr. Vardhan has over 2 decades of experience in the construction industry in developing and managing commercial, industrial, and office projects primarily in Mumbai and Southern India. Mr. Sanjay Vardhan is also trustee of Sant Gyneshwar Dharmik Pustakalaya (Charitable Organisation).

Profile of 4 Independent Director –

Profile of Surendra Jaiswal (Independent Director) :

Mr. Surendra Jaiswal aged 60 Years has done his B.A. Mr. Jaiswal has spent his 25 years of Service as Senior Inspector & presently is practicing as Security Consultant. Mr. Jaiswal has strong experience in security and surveillance related matters.

Profile of Ashok Kumar Garg (Independent Director) :

Mr. Ashok kumar Garg, B.A. , LL.B. (aged 58 years) is an advocate. He had been with Income Department for 28 years and retired as Commissioner of Income Tax. Mr. Garg is now practicing as an independent tax and business law advisor and has vast experience in income tax & allied tax matters. He is also director in (1) R.V.Securities Pvt. Ltd. (2) Third Wave Solutions Pvt.Ltd.

Profile of DP Shetty (Independent Director):

Mr. Dhruvaprakash Shekat Shetty (Age 44 Years). He is a practicing Chartered Accountant since 1998 and his office is situated at 16, Kolsawala Building, 3rd Floor, Cawasji Patel Street, Fort, Mumbai – 500 001. His Firm M/S. Dhruvaprakash & Co.also established in 1998 bears the registration number 117674W. His Educational qualifications are B.Com from Mangaluru University, Karnataka and C.A. (Chartered Accountant, ICAI Batch of 1997). He has also been a Member of Western India Regional Council (Membership Number – 103534).

Over the years, he has acquired vast experience in the field of Corporate Audit, Corporate Law & Income tax matters, Bank Audits comprising Concurrent /Stock/Quarterly Review and Statutory Audit of Private and Public Sector Banks including State Bank of India, Financial Consultancy, Project Finance, FEMA related matters, Business Restructuring, Legal & Tax Matters relating to real estate/ properties, Consultancy on service tax, Maharashtra VAT, co-operative audits.

Profile of Mr. Gurpreet Singh Oberoi (Independent Director):

Mr. Gurpreet Singh Oberoi, B.Com. (aged 51 years) has done his graduation in commerce. Mr. Oberoi has vast experience in corporate taxation matters and has been practicing as Tax Consultant handling taxation & other legal matters of various corporates.

Nature of any family relationship between any of our Directors

None of our Directors on our Board is related to each other except –

Mr. Hardik Sanghvi and Kushal Sanghvi, both are brothers.

We also confirm that

- We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Directors were selected as Directors or members of Senior management

- The terms of appointment with our Managing Director / Wholetime Director (s) do not provide for any benefit upon termination of employment except the retirement of benefits, if any, as applicable by law.
- None of our Directors is / was a Director in any listed company during the last five years before the date of filing this Prospectus, whose shares have been / were suspended from being traded on the Bombay Stock Exchange Ltd and National Stock Exchange
- Further none of our Directors is / was a Director of any listed company which has been / was delisted from any Recognised Stock Exchange

Details of Borrowing Powers of the Directors

The Company has passed an ordinary resolution at its EGM held on 21/05/13 in terms of the provisions of section 293(1)(d) of the Act, whereby it has authorized the Board of Directors to borrow money up to Rs. 50 Crore from time to time.

b. Compensation of Directors

Compensation to Managing Director / Wholetime Directors –

1. Hardik Sanghvi, Chairman & M.D.

He was appointed as MD of the Company w.e.f 01/06/2013 for a period of 5 years in the EGM held on 21/05/2013 on the following terms -

Salary	Gross Rs.50,000/-p.m.
Allowances	Nil
Other terms and conditions	Nil
Amount of compensation paid during the FY 2012-13	Nil
Benefits in kind granted during the FY 2012-13	Nil

2. Shripal Bafna, Whole Time Director (WTD)

He was appointed as WTD of the Company w.e.f 01/06/2013 for a period of 5 years in the EGM held on 21/05/2013 on the following terms of remuneration

Salary	Gross Rs.40,000/-p.m.
Allowances	Nil
Other terms and conditions	Nil
Amount of compensation paid during the FY 2012-13	Nil
Benefits in kind granted during the FY 2012-13	Nil

Total Directors' Remuneration shall not exceed 10% of Net Profits {as calculated in the manner referred to in section 198 (1) of the Companies Act as per Resolution passed at the Meeting held on 21/05/2013.

Compensation to Non-Executive Directors

All the Non-Executive Directors are entitled to sitting fee of Rs.2500/- for attending each Board Meeting. No sitting fees is payable to the Executive Director.

Shareholding of Our Directors

As per our Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of Director. The following table details the shareholding of our Directors in their personal capacity and either as sole or first holder, as on the date of the Prospectus.

S.No.	Name of the Director	No. Of Equity Shares held	Percentage of Pre issue share capital
1	Hardik Sanghvi	60000	0.75%
2	Kushal Sanghvi	60000	0.75%
3	Shripal Bafna	10000	0.13%
4	Sanjay Vardhan	5100	0.06%
	Total :	135100	1.69%

Interest of our Directors

Our Company has entered into an agreement with M/s. VMukti Solutions Pvt. Ltd. for obtaining exclusive manufacturing and marketing rights of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc. & will pay Information Technology Software Service Charges of 4% of Gross Sales or Rs.10 Lacs whichever is higher for first 12 months starting 1st April' 13 & thereafter 4% of Gross Sales. Mr. Hardik Sanghvi & Mr. Kushal Sanghvi, our Directors, are also Directors in VMukti Solutions Pvt. Ltd. and to that extent are interested in the same.

Further all our Whole Time Directors are interested to the extent of remuneration paid to them for the services rendered to the Company.

All Non Executive Directors may be deemed to be interested to the extent of sitting fees fees, if any, payable to them for attending meetings of the Board or Committee thereof as well as to the extent of reimbursement of expenses payable to them as per the applicable laws.

Our Directors may also be regarded as interested in the shares & dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as Directors, Members, partners and or trustees. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by us with any Company in which they hold Directorships or any partnership/proprietorship firm in which they are partners / proprietor as declared in their respective declarations.

Interest in Property

Except as stated/referred to in the paragraph titled “**Properties**” beginning on Page No.88 of the Prospectus i.e. our Directors do not have any interest in the same.

I. in the property of our Company; or

II. in any property acquired by our Company from the date of incorporation i.e.13.03.13 till the date of this Prospectus, or proposed to be acquired by our Company.

Changes in the Board of Directors during last three years

The changes in the Board of Directors of our Company since the date of incorporation on 13.03.13 are as follows:

Name of the Director	Date of Change	Reasons for Change
Mr. Hemendra Sanghvi	15.03.13	Resigned due to pre-occupation
Mr. Shripal Bafna	15.03.13	Appointed as Promoter Director

Mr. Sanjay Vardhan	15.03.13	Appointed as Promoter Director
Mr. Surendra Kumar Jaiswal	24.06.13	Appointed as Independent Director
Mr. Ashok Garg	24.06.13	Appointed as Independent Director
Mr. D P Shetty	24.06.13	Appointed as Independent Director
Mr. Gurpreet Singh Oberoi	24.06.13	Appointed as Independent Director

c. Compliance with Corporate Governance Requirements:

The provisions of the SME Equity Listing Agreement to be entered into with BSE with respect to corporate governance and SEBI (ICDR) Regulations, 2009 will be applicable to our Company at the time of seeking in principle approval for listing of our Company's Equity Shares with the SME Platform of BSE.

Composition of the Board of Directors

The Board has Eight Directors, out of whom four are independent directors in accordance with the requirements of Clause 52 of the SME Equity Listing agreement. The Chairman of the Board is a Executive Director. In terms of Clause 52 of the SME Listing Agreement, our company has already appointed the required number of Independent Directors.

The Board consists of the following Directors as on date :

Sr. No.	Name	Designation	Status
1	Hardik Sanghvi	Chairman & M.D.	Promoter
2.	Shripal Bafna	Whole Time Director	Promoter
3.	Sanjay Vardhan	Director	Promoter
4.	Kushal Sanghvi	Director	Director
5.	Surendra Kumar Jaiswal	Non-Executive Director	Independent
6.	Ashok Garg	Non-Executive Director	Independent
7.	D P Shetty	Non-Executive Director	Independent
8.	Gurpreet Singh Oberoi	Non-Executive Director	Independent

Corporate Governance Committees

In terms of Clause 52 of the SME Listing Agreement, our Company has constituted the following committees in compliance of corporate governance norms, details of which are as follows:

1. Audit Committee

The Audit Committee was constituted at the meeting of Board of Directors of our Company held on 24/06/2013.

Composition of Audit Committee –

Sr. No.	Name	Designation in the Committee	Nature of Directorship
1.	D P Shetty	Chairman	Independent Director
2.	Ashok Garg	Member	Independent Director
3.	Shripal Bafna	Member	Whole Time Director

Our Company Secretary shall be the secretary of this Committee

Role of Audit Committee

- Overseeing the Company's financial reporting process and disclosure of its financial information;
- Recommending to the Board the appointment, re-appointment, and replacement of the statutory auditor and the fixation of audit fee;

- c) Approval of payments to the statutory auditors for any other services rendered by them;
- d) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Qualifications in the draft audit report.
- e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- f) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- g) 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;
- h) Discussion with the internal auditors any significant findings and follow up there on;
- i) 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;
- j) Discussion with the 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;
- k) 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;
- l) Reviewing the functioning of the whistle blower mechanism, in case the same is existing;
- m) Review of management discussion and analysis of financial condition and results of operations, statements of significant related party transactions 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 internal auditors;
- n) Carrying out any other function as mentioned in the terms of reference of the Audit Committee;
- o) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Power of the Audit Committee

1. To investigate activity within its terms of reference;

2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

2. Remuneration Committee

The Remuneration Committee was constituted at the meeting of Board of Directors of our Company held on 24/06/2013.

Composition of Remuneration Committee

Sr. No	Name of the Director	Designation in the committee	Nature of Directorship
1	D P Shetty	Chairman	Independent
2	Surendra Jaiswal	Member	Independent
3	Ashok Garg	Member	Independent

Our Company Secretary shall be the secretary of this Committee.

Functions of Remuneration Committee:

- a. To recommend to the Board, the remuneration of Managing / Whole-time / Executive Directors, including all elements of remuneration (i.e. salary, benefits, bonuse, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- b. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration for Company's Managing / Whole-time / Executive Directors

3. Shareholders / Investors Grievance Committee

The Shareholders / Investors Grievance Committees was constituted at the Board Meeting of our Company held on 24/06/2013.

Composition of the Committee:

Sr. No	Name of the Director	Designation in the committee	Nature of Directorship
1	Surendra Kumar Jaiswal	Chairman	Independent Director
2	D P Shetty	Member	Independent Director
3	Shripal Bafna	Member	Whole Time Director

The Company Secretary of our Company shall be the secretary of this Committee.

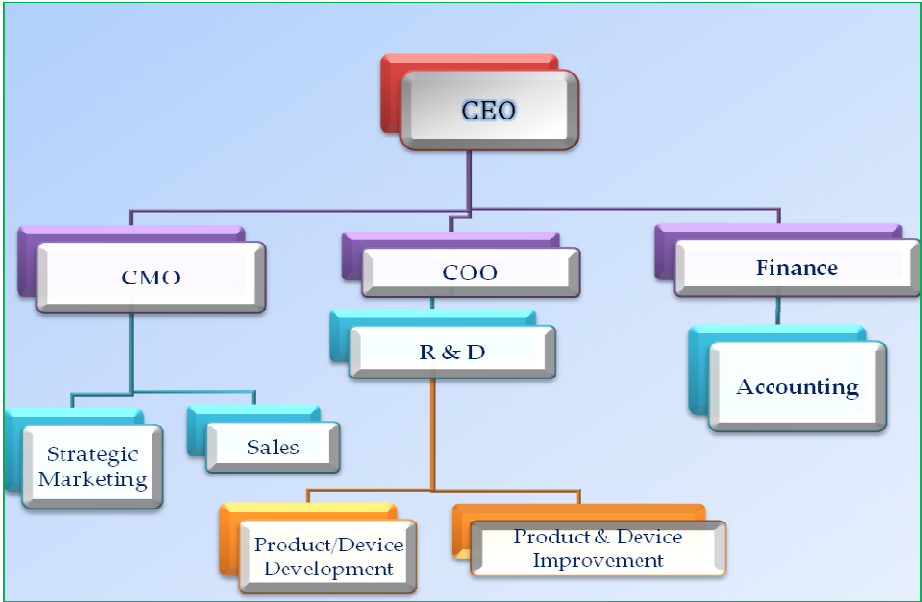
Functions of Shareholders / Investors Grievance Committee:

- a. To take action for efficient transfer of shares; including review of cases for refusal of transfer/ transmission of shares and debentures;
- b. Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, duplicate share certificates etc.;
- c. Issuance of duplicate / split / consolidated share certificates;

- d. To take effective action for allotment and listing of shares;
- e. To monitor, under the supervision of the Company Secretary, the complaints received by the Company from SEBI, Stock Exchanges, Department of Company Affairs, ROC and the Share/ Debentures/ Security holders of the Company etc., and the action taken for redressal of the same.
- f. To monitor and expedite the status and process of dematerialisation and rematerialisation of shares, debentures and securities of the Company.

Management and Organization Structure

Our proposed management structure shall be as follows:



Key Managerial Personnel

The details of our Key Managerial Personnel are as follows:

Sr . No	Name	Designation	Qualification	Date of Appointment	Experience	Previous Employer
1	Mr.Kantesh Shanbhag	C.E.O.	B.E., PGPX	01/04/2013	13 Years	Infosys Ltd.

None of the key managerial personnel is related to the promoters. As on date, all the employees named above are on the rolls of our Company as permanent employees.

There is no arrangement or understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned key managerial personnel have been recruited.

Shareholding of our Key Managerial Personnel:

The Key Managerial Personnel of our Company do not hold any shares in our company as on the date of this Prospectus.

Changes in the Key Managerial Personnel in the last three years:

There are no changes in the Key managerial personnel since the date of incorporation.

Employees




The total manpower employed by us as on 31/05/2013 is given below:-

Sr. No.	Category	Total Employees
1	C.E.O.	1 (One)
2	Technical & Marketing	2 (Two)
3	Administration	1 (One)
4	Human Resource	1 (One)
	Total	5 (Five)

Disclosures Regarding Employees Stock Option Scheme / Employees Stock Purchase Scheme

As on date, our Company does not have any such scheme.

5.6 OUR PROMOTERS :

<p>Mr. Hardik Sanghvi</p> 	<p>For further details, please refer to the chapter “<i>Our Management</i>” on page no.94</p> <p>Qualification: - B.E.(Electronics & Communicaitons)</p> <p>Age – 35 Years</p> <p>Address – D-101, Dhananjay Tower, Behind Syama Law House, Satellite, Ahmedabad-380015, Gujarat.</p> <p>Experience – 15 Years</p> <p>Occupation – Business</p> <p>PAN – AMEPS0299R</p> <p>Passport No. – H0658931</p> <p>Name of Bank : CITI Bank</p> <p>Account No. : 5033213664</p> <p>Voter Identity : Not Available</p> <p>Driving Licence : 97-14013</p> <p>Other Directorship:</p> <p>VMukti Solutions Pvt. Ltd.</p> <p>Adiance Technologies Private Limited</p>
<p>Mr. Shripal Bafna</p> 	<p>For further details, please refer to the chapter “<i>Our Management</i>” on page no.94</p> <p>Qualification: - MBA</p> <p>Age – 26 Yrs</p> <p>Address – Bldg-9, Flat 15,3rd floor, Navjivan Socy, Mumbai 400008</p> <p>Experience – 5 Years</p> <p>Occupation – Business</p> <p>PAN – AMTPB6931C</p> <p>Passport No. – G4542283</p> <p>Name of Bank : ICICI Bank, Opera House, Mumbai 400007</p> <p>Account No. : 034801508145</p> <p>Voter Identity : Not Available</p> <p>Driving Licence : RJ-16/DLC/2078</p> <p>Other Directorship: Shreenu UK Limited</p>
<p>Mr. Sanjay Vardhan</p> 	<p>For further details, please refer to the chapter “<i>Our Management</i>” on page no.94</p> <p>Qualification: - B.Com.</p> <p>Age – 40 Yrs</p> <p>Address – 22/H, Nesbit Hall, Nesbit Road, Mazgaon, Mumbai - 400010</p> <p>Experience – 20 Years</p> <p>Occupation – Business</p> <p>PAN – AAPV 8987 B</p> <p>Passport No. – Z2333284</p> <p>Name of Bank : HDFC Bank Ltd, Kamla Mill Branch, Mumbai</p> <p>Account No. : 05421000062618</p> <p>Voter Identity : Not Available</p> <p>Driving Licence : MH01 20100056059</p> <p>Other Directorship:</p> <p>Ecostruck Realty Pvt. Ltd., Vardhan Estates Pvt. Ltd., Vardhan Infrastructure Limited, Shri Navkar Shelters Pvt. Ltd., B.K. Shelters Pvt. Ltd., B.K. Estates Pvt. Ltd. Alacrity Real Estate Pvt. Ltd., Ecostruck</p>

	Heights Pvt. Ltd., Ecostruk Builders Pvt. Ltd., Krishang Estates Pvt. Ltd., Krishang Homes Pvt. Ltd.
--	--

Confirmations

We confirm that the details of permanent account numbers, bank account numbers and passport numbers of our Promoters has been submitted to the SME Platform of BSE at the time of filing the Prospectus with the Stock Exchanges.

Relationship of Promoters with each other and with our Directors

Except for Mr. Hardik Sanghvi who is Promoter and Mr. Kushal Sanghvi who is Director & who are both brothers, there is no relationship between any other promoters or directors of our Company.

Common Pursuit

None of our Promoters & Promoter Group Companies are into similar line of business in which we are presently. For details of our Promoter Group and Group Companies refer to Section titled “ **Our Promoter Group and Group Companies / Entities**” on Page No.104 of this Prospectus.

Interest of Promoters

All the Promoters who are on the Board of our Company may be deemed to be interested to the extent of the sitting fees and other remuneration for the services rendered and the reimbursement of expenses, if any, payable to them under the articles. The Promoters may also be deemed to be interested to the extent of the shares, if any, held by them or by the relatives or by firms or companies of which any of them is a partner and a director/member respectively. In addition to the above, the promoters are interested by virtue of following related party transactions:-

- a) As per MOU entered into with VMukti Solutions Pvt. Ltd., Our Company will pay Information Technology Software Service Charges of 4% of Gross Sales or Rs.10 Lacs p.m. whichever is higher for first 12 months starting 1st April’ 13 & thereafter 4% of Gross Sales.

For details in this regard please refer to the heading titled “**Lease properties**” on **Page No. 88 under Chapter titled “Business Overview” on Page No. 78**

Payment or benefit to Promoters of the Issuer Company

No payment has been made or benefit given to our Promoters from the date of incorporation on 13.03.2013 till the date of filing this Prospectus or is intended to be given by us except –

- a) As per MOU entered into with VMukti Solutions Pvt. Ltd., Our Company will pay Information Technology Software Service Charges of 4% of Gross Sales or Rs.10 Lacs whichever is higher for first 12 months starting 1st April’ 13 & thereafter 4% of Gross Sales wherein Mr. Hardik Sanghvi & Kushal Sanghvi are common Directors.

Other persons / entities related to our promoters –

- a) In addition to the Promoters named above, the following natural persons are part of our Promoter group in terms of Regulation 2 (1)(zb) of SEBI (ICDR) Regulations, 2009

Relationship	Hardik Sanghvi	Shripal Bafna	Sanjay Vardhan
Father	Hemendra Sanghvi	Kantilal Babulal Bafna	Babulal Vardhan
Mother	Jyoti Sanghvi	Vimla Kantilal Bafna	Praksdevi Vardhan
Spouse	Maitry Sanghvi	Renuka Bafna	Prakruti Vrdhan
Brother	Kushal Sanghvi	NA	Amit Vardhan
Brother's wife	Khusboo Sanghvi	NA	Priti Vardhan
Sister	--	Sunayna Amit Chaudhari	Pinky
Sister's Husband	--	Amitkumar Vijaykumar Chaudhari	Jitesh
Son	Dev Sanghvi, Chaitya Sanghvi	NA	Arman Vardhan
Daughter	Mahi Sanghvi	NA	Annanya Vardhan
Spouse;s father	Prakashchandra Vasa	Rameshkumar Pukhraj Shah	Prithviraj Bafna
Spouse's mother	Meena Vasa	Vasanti Rameshkumar Shah	Prakashdevi Bafna
Spouse's brother	Kunj Vasa	Ashwin Rameshkumar Shah	Kshitij Bafna
Spouse's sister	--	NA	Ridhi
Directors	VMukti Solutions Pvt. Ltd. Adiance Technologies Pvt. Ltd.	Shreenu UK Ltd.	Ecostruck Realty Pvt. Ltd., Vardhan Estates Pvt. Ltd., Vardhan Infrastructure Limited, Shri Navkar Shelters Pvt. Ltd., B.K. Shelters Pvt. Ltd., B.K. Estates Pvt. Ltd. Alacrity Real Estate Pvt. Ltd., Ecostruck Heights Pvt. Ltd., Ecostruck Builders Pvt. Ltd., Krishang Estates Pvt. Ltd., Krishang Homes Pvt. Ltd

- b) Our Promoter group as defined under Regulation 2 (zb) of SEBI (ICDR) Regulations, 2009 includes the following entities :-

- VMukti Solutions Pvt. Ltd.
- Adiance Technologies Pvt. Ltd.
- Shreenu UK Ltd.
- Ecostruck Realty Pvt. Ltd.
- Vardhan Estates Pvt. Ltd.
- Vardhan Infrastructure Limited
- Shri Navkar Shelters Pvt. Ltd.
- B.K. Shelters Pvt. Ltd.
- B.K. Estates Pvt. Ltd.
- Alacrity Real Estate Pvt. Ltd.
- Ecostruck Heights Pvt. Ltd.
- Ecostruck Builders Pvt. Ltd.
- Krishang Estates Pvt. Ltd.
- Krishang Homes Pvt. Ltd.

Details in respect of above companies are given under the heading “ **Financial Information of our Group Companies**” on Page No. 122 of this Prospectus.

Declarations

None of the above mentioned Group Companies / entities is restrained by any SEBI order. None of the Group Companies has ever become defunct

None of the above mentioned Group Companies / entities is listed on any Stock Exchange and has not made any public or rights issue in the preceding three years.

None of the Group Companies /entities has become a Sick Industrial Company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985

None of the Promoter Group Companies has been struck off from the Registrar of Companies

Litigations against Group Companies / entities

Nil

Companies / Ventures with which the Promoters have disassociated themselves in the last three years

Nil

Undertaking / Confirmation

Our Promoters and Group Companies confirm that they have not been declared as Wilful Defaulters by RBI or any other Government Authority and there have been no violations of Securities Laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group Companies or persons in control of the Promoters has been prohibited from accessing the capital market under any order or direction passed by SEBI or any Authority or refused listing of any of the securities issued by such entity by any Stock Exchange in India or abroad. None of the Promoters is or has ever been a Promoter, Director, or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by SEBI

Common Pursuit / Conflict of interest

None of our Promoters & Promoter Group Companies are into similar line of business in which we are presently. For details of our Promoter Group and Group Companies refer to Section titled “ **Our Promoter Group and Group Companies / Entities**” on Page No.104 of this Prospectus.

5.7 DIVIDEND POLICY

Since our Company is newly incorporated, it has no past track record for payment of Dividend, Management does not guarantee declaration of Dividend as on date due to future expansion plans. Dividends, other than interim dividends, will be declared at the AGM of the shareholders based on the recommendation of the Board of Directors. The Board may at its discretion, recommend dividends to be paid to the shareholders, considering a number of factors including, without limitation, our Company's future plans and capital requirements, profits earned during the Financial Year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time, general market conditions, etc.

SECTION VI –FINANCIAL INFORMATION OF THE COMPANY

6.1 - FINANCIAL STATEMENTS OF THE COMPANY

Auditor's Report on Restated Financial Statements

To,
The Members,
VCU DATA MANAGEMENT LIMITED

We have examined the Financial Information of VCU Data Management Limited (the Company) described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, 1956 ('the Act'), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on August 26, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors. The Company has been incorporated on 13-03-2013. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of VCU Data Management Limited, We, M/s. S. D. Motta & Associates., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A. Financial Information as per Audited Financial Statements:

We have examined :

- a. the attached Statement of Assets and Liabilities, as Restated as at year ended March 31, 2013, and as of period ended May 31st, 2013 (**Annexure 1**);
- b. the attached Statement of Profits and Losses, as Restated for the year ended March 31, 2013, and as of period ended May 31st, 2013 (**Annexure 2**);
- c. the attached Statement of Cash Flows, as Restated for the year ended March 31, 2013, and as of period ended May 31st, 2013 (**Annexure 3**);
- d. notes to the Restated Financial Statements & the significant accounting policies adopted by the Company (**Annexure 4**);(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year ended March 31, 2013 and for the period ended 31st May, 2013 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2013 & as on period ended 31st May, 2013 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Profits and Losses of the Company for the year ended March 31, 2013 & as on period ended 31st May, 2013 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Cash Flows of the Company for the year ended March 31, 2013 & as on period ended 31st May, 2013 are as set out in Annexure 3 after making such material adjustments and regroupings;
- Adjustments for any material amounts in the respective financial years have been made to which they relate; and

- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.
- Adjustments in Financial Statements has been made in accordance with the correct accounting policies
- There was no change in accounting policies, which needs to be adjusted in the “Restated Financial Statements”.
- There are no revaluation reserves, which need to be disclosed separately in the “Restated Financial Statements”.
- There are no audit qualifications in the “Restated Financial Statements”.

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements as at March 31, 2013 & as on period ended 31st May, 2013 and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Other Income as set out in **Annexure 5** to this report.
2. Statement of Details of Reserves & Surplus as set out in **Annexure 6** to this report.
3. Statement of Details of Loans, Advances & Deposits as set out in **Annexure 7** to this report.
4. Statement of Details of Unsecured Loans as set out in **Annexure 8** to this report.
5. Statement of Details of Current Liabilities & Provisions as set out in **Annexure 9** to this report.
6. Statement of Details of Sundry Debtors as set out in **Annexure 10** to this report.
7. Statement of Details of Related Party Transactions as set out in **Annexure 11** to this report.
8. Statement of Details of Ratios as set out in **Annexure 12** to this report.
9. Statement of Details of Tax Shelter as set out in **Annexure 13** to this report.
10. Statement of Capitalisation Statement as set out in **Annexure 14** to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 14 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

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

This report should not in any way be construed as a reissuance or re-dating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein. We have no responsibility to update our report for events and circumstances occurring after the date of the report. This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S. D. Motta & Associates
Chartered Accountants

Place – Mumbai
Date – 04/06/2013

(Sanjay D. Motta)
Proprietor

ANNEXURE - 1
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. in Lakhs)

Particulars	As On 31.03. 2013	As On 31.05. 2013
Fixed Assets		
Gross Block	-	7.92
Less: Depreciation	-	0.31
Net Block	-	7.61
Capital Work in Progress	-	-
TOTAL – A	-	7.61
Investments-B	-	30.00
Current Assets ,Loans and Advances		
Inventory	-	9.04
Sundry Debtors	-	-
Cash & Bank balances	45.50	14.73
Loans And Advances	4,40.00	713.40
TOTAL –C	4,85.50	737.17
Total Assets (A+B+C)=D	485.50	774.78
Liabilities &Provisions		
Secured Loans	-	-
Unsecured Loans	0.66	-
Deferred Tax Liabilities	-	-
Current Liabilities	-	1.10
Provision	0.05	7.60
TOTAL –E	0.71	8.70
Net Worth(D-E)	484.79	766.08
Net Worth represented by		
Share Capital	1.01	800.00
Share Capital Advance	484.49	-
Reserves and Surplus	(0.06)	(21.23)
TOTAL	485.44	778.77
Less: Misc. Expenditure (to the extent not written off or adjusted)	0.65	12.69
Net worth	484.79	766.08

ANNEXURE - 2
STATEMENT OF PROFIT AND LOSSES, AS RESTATED

(Rs. in Lakhs)

Particulars	For the Year Ended 31.3.2013	For the Period Ended 31.5.2013
I. Revenue from operations	-	-
II. Other Income	-	12.46
III.Total Revenue (I+II)	-	12.46
IV. Expenses:		
Cost of materials consumed	-	-
Purchase of Stock-in-Trade	-	9.04
Changes in inventories of finished goods, work-in-progress and stock –in-trade	-	(9.04)
Employee benefit expense	-	1.64
Financial costs	-	0.23
Depreciation & amortization expense	-	0.76
Other Expenses	(0.06)	31.01
Total Expenses	(0.06)	33.64
V.Profit before exceptional and extraordinary items and tax	(0.06)	(21.17)
VI.Exceptional Items	-	-
VII.Profit before extraordinary items and tax (V – VI)	(0.06)	(21.17)
VIII Extraordinary Items	-	-
IX. Profit before tax (VII – VIII)	(0.06)	(21.17)
X. Tax expense :		
Current tax	-	-
Deferred tax	-	-
XI.Profit (Loss)from the period from continuing operations	(0.06)	(21.17)
XII. Profit/(Loss) from discontinuing operations	-	-
XIII.Tax expense of discounting operations	-	-
XIV.Profit/(Loss) from Discontinuing operations (XII-XIII)	-	-
XV.Profit/(loss) for the period (XI+XIV)	(0.06)	(21.17)
XVI.Earning per equity share (Rs.)		
Basic	(0.57)	(0.26)
Diluted	(0.57)	(0.26)

ANNEXURE - 3
CASH FLOW STATEMENT, AS RESTATED

(Rs. In Lakhs)

Particulars	For the Year ended 31.03. 2013	For the Period ended 31.05. 2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and appropriations	(0.06)	(21.17)
Adjustments for :		
Depreciation	-	0.32
(Profit)/Loss on sale of Fixed Assets	-	-
Income on Investments	-	-
Preliminary expenses	-	-
Interest Expenses	-	-
Total Operating Profit before Working Capital Changes	(0.06)	(20.85)
Adjustment for :		
(Increase)/ Decrease in Sundry debtors	-	-
(Increase)/ Decrease in Inventories	-	(9.04)
Increase/ (Decrease) in Current Liabilities	0.05	8.65
Cash generated from /(Used in) operations	(0.01)	(21.25)
Tax paid	-	-
Others	-	-
Net cash generated from/(Used in) operating activity	(0.01)	(21.25)
B) CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) / Sale of Fixed Assets	-	(7.92)
Capital WIP	-	-
(Increase)/ Decrease in Loans & advances	(440.00)	(273.40)
Investments	-	(30.00)
Interest Received	-	-
Net cash generated from (Used in) investing activities	(440.00)	(311.33)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Preliminary Exp. Now written off	(0.65)	-
Increase/(Decrease) in Secured/ Unsecured Loans	-	-
Share Capital & Share Premium (Including Share Application)	485.50	314.50
Increase/(Decrease) in Un-Secured Loans	0.66	(0.66)
Preliminary Exp. Incurred but now w/off.	-	12.03
Net cash from /(Used in) financing activities	485.50	301.80
(Increase)/ Decrease in Cash and cash equivalents	45.49	(30.77)
Cash and cash equivalents as at the beginning of the Year	-	45.50
Cash and cash equivalents as at the end of the Year	45.49	14.73

Note:The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements” issued by the Institute of Chartered of Accountants of India.

ANNEXURE - 4

NOTES TO THE RESTATED FINANCIAL STATEMENTS

1. Material Adjustments [As Per SEBI (ICDR) Regulations, 2009]

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the profit & losses of the company.

(Rs. In Lacs)		
Particulars	31.03.13	31.05.13
Profit after tax before appropriation (as per Audited accounts)	(0.06)	(21.17)
Adjustments	-	-
Profit after Tax as per Restated Profit & Loss Account	(0.06)	(21.17)

2. Company was incorporated on 13/03/2013 as Public Limited Company & received certificate of Incorporation on 15/05/2013. Restated Financial Statements have been prepared for the fiscal year ended 31.03.2013 & for the period ended May 31' 2013.

3. Accounting standards as prescribed have been followed & reported wherever applicable.

4. Provision for gratuity has not been made as no employee has completed the age of 5 years in the company.

5. In the Opinion of the Board the current assets, loans and advances will fetch the amounts stated, if realized in the ordinary course of business. Further balances of Debtors, Creditors and Loans and Advances are subject to confirmation and reconciliation.

6. a) According to management, Company has not given any guarantee on behalf of the Directors or other Officers.

b) Company has given temporary Inter Corporate Deposit (ICD) of Rs.5,50,00,000/- to I-Zone Academy Pvt. Ltd. & of Rs.1,50,00,000/- to Krone Finstock Pvt. Ltd. @ 12%p.a.

7. Company has taken temporary loans from its Directors for payment of preliminary incorporation expenses and have repaid the same but according to management interest is not payable to them and hence is not provided for.

8. The Company has not received information from vendors/suppliers regarding their status under the “Micro , Small & Medium Enterprises Act, 2006” and hence disclosure relating to amount unpaid at the year end together with interest paid or payable under this Act has not been given.

9. No litigations are filed against or pending against the Company & Company does not have any present obligation arising out of any past event as is just being formed. Hence no provision arises or is made for contingent liabilities.

10. Expenditure made above Rs.1 Lac or 1% of Revenue – Information Technology Service Charges – Rs.22,47,200/-

11. No litigations are filed or pending against the Company & Company does not have any present obligation arising out of any past event as is newly formed. Hence no provision arises or is made for contingent liabilities.

12. Previous Year's figures have been regrouped / reclassified wherever considered necessary to make them comparable with the current year figures.

13. Foreign Currency Transactions –

Particulars

Amt. (In US \$)

14. Earning Per Share (on Face Value of Rs.10/- each) –

Basic Earning Per Share- (0.26)
 Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (2117172)/8000000 = (Rs.0.26)

Diluted Earning Per Share - (0.26)
 Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding (Diluted) = (2117172)/8000000 = (Rs.0.26)

Diluted EPS is similar to Basic EPS as there are no potential equity share as on date.

15. Related Party Transactions –

As per accounting standard 18 (AS-18) Related party disclosures, notified in the companies (Accounting Standards) Rules 2006, the disclosure of transactions with the related parties defined in AS-18 are given below –

List of Related Parties (Director & Key Managerial Personnel's) -

- A) Kushal Hemendra Sanghvi
- B) Hardik Hemendra Sanghvi
- C) Sanjay Babulal Vardhan
- D) Shripal Kantilal Bafna

Company has not entered into any material transaction with Key Managerial Personnels and any of their relatives except as follows –

- 1) Company has obtained exclusive rights for manufacturing and marketing of data communication and tele communication hardware devices to be run on technology provided by VMukti Solutions Pvt. Ltd. Wherein Mr. Hardik Sanghvi & Mr. Kushal Sanghvi are common Directors & has entered into said agreement with M/s. VMukti Solutions Pvt. Ltd. Whereby VCU will pay Rs.10 Lacs or 4% of gross sales whichever is higher for first 12 months & thereafter 4% of Gross Sales p.m.

Mr. Hardik Sanghvi, Mr. Kushal Sanghvi & their relatives are Director in VMukti Solutions Pvt. Ltd.

16. The figures in the Restated Financial Statements and Other Financial Information are stated in Lacs, unless otherwise stated, and rounded off to two decimals and minor rounding off difference is ignored.

SIGNIFICANT ACCOUNTING POLICIES FOR PREPARATION OF RESTATED FINANCIAL STATEMENTS –**1. Basis of Preparation of Financial Statements**

The Restated Financial Statements have been prepared under Historical Cost conventions and on accrual basis in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956, as adopted consistently by the Company.

2. Use of Estimates

The preparation of Financial Statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affects the reported amounts of assets and liabilities on the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. Revenue Recognition

Interest Income is recognized on accrual basis.

4. Miscellaneous Expenditure

Preliminary and pre-operative expenses are amortized over a period of five years in equal installments in accordance with matching concept however the same is contrary to AS-26.

5. Fixed Assets and its Depreciation

Fixed Assets are capitalized at cost inclusive of erection expenses & other incidental expenses in connection with the acquisition of assets less accumulated depreciation.

Depreciation is provided in books as per W.D.V. method at rates as prescribed by Schedule XIV to Companies Act' 1956.

6. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as "Current Investments". All other Investments are classified as Long Term Investments. Current Investments are carried at lower of cost or Market / Fair Value determined on an individual investment basis. There were no Long Term Investments.

7. Stock in Trade

Stock in Hand is stated at cost or market value whichever is less.

8. Contingent Liabilities

No litigations are filed or pending against the Company & Company does not have any present obligation arising out of any past event as is newly formed. Hence no provision arises or is made for contingent liabilities.

9. Retirement Benefits

Company is just newly formed & hence has not yet applied under Provident Fund & Miscellaneous Provisions Act & hence no provision is made towards retirement benefits of Employees by the Company.

10. Leases

Operating Lease - Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

11. Taxation

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the past & present losses, deductions and exemptions admissible under the provision of Income Tax Act, 1961.

Deferred tax is recognized, subject to consideration of prudence, on timing differences, representing the difference between the taxable Income/(Loss) and accounting Income/(Loss) that originated in one period and are capable of reversal in one or more subsequent periods. Deferred tax Assets and Liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

12. Foreign Currency Transaction

- i) Transactions in Foreign currency are recorded at the rate of exchange prevailing on the date of the respective transactions.
- ii) Yearend balance of monetary assets and liabilities are translated at the yearend rates. Exchange differences arising on restatement or settlement are charged to Profit and Loss Account.

13. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs, if any, are charged to revenue.

14. Segmental Reporting:

The Company operates only in one segment i.e. Importing & Selling Data Management & Telecommunication Products.

15. Impairment of Assets

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered “Impairment Loss”. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset’s net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

16. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

17. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

ANNEXURE - 5
SCHEDULE OF OTHER INCOME

(Rs. In Lakhs)

Particulars	For the period ended 31.03.2013	For the period ended 31.05.2013
OTHER INCOME		
Interest on Fixed deposit with Bank	-	0.39
Interest on Others	-	12.07
Rent Receipts	-	-
Misc. Incomes	-	-
Profit on Sale of Fixed Assets	-	-
Total	-	12.46

ANNEXURE - 6
SCHEDULES OF RESERVES & SURPLUS AS RESTATED

(Rs. In Lakhs)

PARTICULARS	31.03.2013	31.05.2013
Profit / (Loss) B/Fd.	0.00	(0.06)
Surplus / (Loss) during the year	(0.06)	(21.17)
Bal. Trnf. To Reserves & Surplus	(0.06)	(21.23)

ANNEXURE - 7
SCHEDULES OF LOANS, ADVANCES & DEPOSITS

(Rs. In Lakhs)

PARTICULARS	31.03.2013	31.05.2013
Loans	-	-
Advances Recoverable in Cash or in Kind	-	-
Deposits -		
Due from Promoter / Group Co.	-	-
Others including ICD's	440.00	713.40
	440.00	713.40

ANNEXURE - 8
SCHEDULE OF UNSECURED LOANS

(Rs. In Lakhs)

PARTICULARS OF LOANS	As at 31.03.2013	As at 31.05.2013	Rate of Interest / Repayment	Terms
Corporate Bodies	--	--	NIL	Repayable on Demand
Promoters / Directors	0.66	--	NIL / Repaid	Repayable on Demand
Others-Members	--	--	NIL	Repayable on

				Demand
Total	0.66	--		

ANNEXURE – 9

SCHEDULES OF CURRENT LIABILITIES & PROVISIONS

(Rs. In Lakhs)

PARTICULARS	31.03.2013	31.05.2013
Sundry Creditors		
Amount due to Promoters/ Group Companies	-	-
Others	-	1.10
Total	-	1.10
Provisions		
Amount due to Promoters/ Group Companies	-	3.99
Others	0.05	3.61
Total	0.05	7.60
Total	0.05	8.70

ANNEXURE - 10

SCHEDULES OF SUNDRY DEBTORS

(Rs. In Lakhs)

Particulars	As at 31.03.2013	As at 31.05.2013
SUNDRY DEBTORS	-	-
Debts outstanding for the period exceeding six months	-	-
Unsecured , Considered Good	-	-
Total	-	-
Other Debts	-	-
Unsecured , Considered Good	-	-
Total	-	-
Grand Total	-	-

ANNEXURE - 11

SCHEDULE OF RELATED PARTY TRANSACTIONS

(Rs. In Lakhs)

Particulars	As at 31.03.2013	As at 31.05.2013
Key Management Personnel -	-	-
Lease rent Received	-	-
Lease rent paid	-	-
Loan taken	0.66	-
Capital Invested	-	-
Capital asset Purchased	-	-

Amount paid to Creditors	-	-
Paid on behalf	-	-
Remuneration	-	-
Receiving of services	-	-
Rendering of services	-	-
Bank/Cash Paid	-	-
Bank/Cash Received	-	-
Others (Advance Deposit Paid)	-	-
Sales	-	-
Purchase	-	-
Group Concern	-	-
Lease rent paid	-	-
Rent Received	-	-
Loan taken	-	-
Loan Repaid	-	-
Paid on behalf	-	-
Creditor for other	-	-
Capital asset Purchased	-	-
Receiving of services	-	22.47
Rendering of services	-	-
Others	-	-
Bank/Cash Paid	-	-
Bank/Cash Received	-	-
Sales	-	-

ANNEXURE – 12

SCHEDULES OF RATIOS

Particulars	As at 31.03.2013	As at 31.05.2013
1 Adjusted Profit from Operations (In Rs. Lacs)	(0.06)	(21.17)
2 Adjusted Earnings per share (Rs.)	(0.57)	(0.26)
Annualised (Rs.)	(0.57)	(1.59)
3 Net Assets Value per share (Rs.)	9.43	9.73
4 Return on Net worth (%)	(19.10)	(2.76)
5 No. of Equity shares (In Lacs)	0.10	80.00
6 Weighted No. of Equity shares	0.10	80.00
7 Net worth (Excluding Revaluation Reserve) (In Lac)	0.30	766.08

NOTES:

I. Earnings per share (Rs.): Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 “Earnings Per Share” as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue after the Balance Sheet date but before the date on which the Financial Statements are approved by the Board of Directors’, the per share calculations for those Financial statements and any prior period Financial Statements presented are based on the new no. of shares. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

II. Return on Net Worth (%): Net Profit after tax / Net worth as at the end of the year / period

III. Net Asset Value (Rs.): Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period.

IV. Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

ANNEXURE - 13 STATEMENT OF TAX SHELTER

(Rs. In Lakhs)

Particulars	As at 31.03.2013	As at 31.05.2013
Profit after Tax (A)	(0.06)	(21.17)
Add: Provision for tax	-	-
Add: Deferred tax	-	-
Net profit before Tax	(0.06)	(21.17)
Tax rate	-	-
Tax as per actual rate on Profits	-	-
Adjustments	-	-
Permanent differences	-	-
Disallowance for Donations	-	-
Loss/Profit on Sales of Fixed Assets	-	-
B/F Losses set off)	-	-
Total Permanent Differences(B)	-	-
Timing Difference	-	-
Difference between tax depreciation and Book depreciation	-	-
Deduction U/s 43B of the Income Tax Act	-	-
Other Disallowances	-	-
Difference in Amortisation of Preliminary Expenses U/s.35D	-	-
Total Timing Difference (C)	-	-
Total Adjustments D=(B+C)	-	-
Tax Expenses/(savings) thereon D*Rate	-	-
Net Tax Incidence	-	-
Tax under MAT	-	-
Tax payable for the Year	-	-
Maximum of MAT or Tax	-	-
Interest U/s 234B & 234C (As per Income Tax Return)	-	-
Total Tax Payable	-	-

ANNEXURE - 14 CAPITALISATION STATEMENT

(Rs. in Lakhs)

PARTICULARS	Pre Issue as at 31 st May 2013	Post Issue*
Total Debts	--	--
Long Term Debt	--	--
Short Term Debt	--	--
Total Debts-A	--	--
Shareholders Fund		
Share Capital (Including Share Application Money)	800.00	1550.00
Reserves and Surplus	(21.22)	(21.22)
Total Shareholders Fund- B	778.77	2653.77
Long Term Debt/Equity Ratio	--	--
Total Debts/Equity Ratio	--	--

*Considering Reserves & Surplus as on 31.05.2013

FINANCIAL INFORMATION OF GROUP COMPANIES

We have following Group Companies & details of which are furnished below:-

List of our Group Companies as defined under Regulation 2 (zb) of SEBI (ICDR) Regulations, 2009 –

- VMukti Solutions Pvt. Ltd.
- Adiance Technologies Pvt. Ltd.
- Shreenu UK Ltd.
- Ecostruck Realty Pvt. Ltd.
- Vardhan Estates Pvt. Ltd.
- Vardhan Infrastructure Limited
- Shri Navkar Shelters Pvt. Ltd.
- B.K. Shelters Pvt. Ltd.
- B.K. Estates Pvt. Ltd.
- Alacrity Real Estate Pvt. Ltd.
- Ecostruck Heights Pvt. Ltd.
- Ecostruck Builders Pvt. Ltd.
- Krishang Estates Pvt. Ltd.
- Krishang Homes Pvt. Ltd.

Details of each of our group companies is as follows –

1) VMukti Solutions Pvt. Ltd. –

Name of the Company	VMukti Solutions Pvt. Ltd.
Main Objects	To offer good quality web based call centre functions with multi-point web conferencing, converge the power of web 2.0 & Telecom & utilize best of both domains stable and reliable VOIP call centre software systems, PBX Systems, product offering good quality multi-point video web conferencing, plug-in for 3 rd party websites, product offering good quality unfilled communication functions with multipoint conferencing. Collaborative VVOIP instant messaging product, providing services in social networking Telecom and utilise best of both domains.
Date of incorporation	03 rd Oct.'2007
CIN	U72200GJ2007PTC051877
PAN	AACCV5584H
Registered Office Address	VMukti House, F/13 Aaryans Corporate Park, Near Shilaj Railway Crossing, Thaltej, Ahmedabad 380064.
Promoters	Adiance Technologies Private Limited
Board of Directors	Mr. Hardik Sanghvi, Mr. Kushal Sanghvi, Mr. Hemendra Sanghvi, Smt. Maitry Sanghvi, & Gaurang Dalal

Audited Financial information –

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	3.31	19.27	1.91
Profit After Tax	3.13	14.60	0.52
Equity Capital	10.27	10.27	10.27
Reserves & Surplus	153.64	166.03	166.56

EPS (Rs.)	0.31	1.42	0.05
Net Asset Value per share of face value of Rs.10/- each	159.60	172.84	173.36

VMukti Solutions Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Hardik Sanghvi	-	-
Kushal Sanghvi	1000	0.10%
Total	1000	0.10%

2) Adiance Technologies Private Limited –

Name of the Company	Adiance Technologies Private Limited
Main Objects	To offer Comprehensive range of IT Services including software development, Software Integration, System Maintenance, engineering services, IT consulting services for wide range of industries including Banking and Finance services, Insurance, Manufacturing, Telecommunication, Transportation Services and Engineering.
Date of incorporation	01/12/2003
CIN	U72200GJ2003PTC043259
PAN	AAECA7251Q
Registered Office Address	15, EMPIRE TOWER, NR. ASSOCIATED PETROL PUMP, C.G.ROAD, NAVRANGPURA, AHMEDABAD - 380009
Promoters	Mr. Hardik Sanghvi & Mr. Kushal Sanghvi & HEMENDRA DHIRAJLAL SANGHV
Board of Directors	Mr. Hardik Sanghvi & Mr. Kushal Sanghvi & HEMENDRA DHIRAJLAL SANGHV

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	3.61	43.42	5.46
Profit After Tax	3.58	34.41	4.22
Equity Capital	20.00	20.00	20.00
Reserves & Surplus	14.27	44.01	48.24
EPS (Rs.)	1.79	17.21	2.11
Net Asset Value per share of face value of Rs.10/- each	17.14	32.01	34.12

Adiance Technologies Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Hardik H Sanghvi	70000	35%
Kushal Sanghvi	20000	10%
Total	90000	45%

3) Shreenu UK Ltd.

Name of the Company	Shreenu UK Ltd.
Main Objects	Service Providing Company
Date of incorporation	12.03.2012
CIN (UK – Company NO.)	7985360
PAN	N.A.
Registered Office Address	70/A, Station Raod, Harrow Middlesex, HA12SQ.
Promoters	Shripal Bafna
Board of Directors	Shripal Bafna

Audited Financial information

Company was incorporated on 12th Mar'12 and promoter had opted to present accounts from incorporation till 31/03/2013 and hence no audited financial information is provided as accounts upto 31/03/13 are yet under preparation.

Shreenu UK Ltd does not hold any shares in Our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of £1 held	% to total shareholding
Shripal Bafna	1	100%
Total	1	100%

4) B.K. Shelters Private Limited. –

Name of the Company	B.K. Shelters Pvt. Ltd.
Main Objects	Builders & Developers
Date of incorporation	14.6.2010
CIN	U70109MH2010PTC204211
PAN	AAECB1511A
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Sanjay Vardhan & Amit Vardhan
Board of Directors	Sanjay Vardhan & Amit Vardhan

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	-	0	0
Profit After Tax	-	0	0
Equity Capital	-	1.00	1.00
Reserves & Surplus	-	0	0
EPS (Rs.)	-	-	-
Net Asset Value per share of face value of Rs.10/- each	-	10	10

B.K. Shelters Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	5000	50%
Total	5000	50%

5) Vardhan Infrastructure Limited –

Name of the Company	Vardhan Infrastructure Limited
Main Objects	Infrastructure Project
Date of incorporation	30.9.1996
CIN	U74210MH1996PLC102972
PAN	AABCV0752C
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Sanjay Vardhan, Amit Vardhan, Pinky Vardhan, Prakashdevi Vardhan, Rajesh Jain & Suresh Jogani
Board of Directors	Sanjay Vardhan & Amit Vardhan

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	0.00	0.00	0.00
Profit After Tax	0.00	0.00	0.00
Equity Capital	17.50	17.50	17.50
Reserves & Surplus	112.50	112.50	112.50
EPS (Rs.)	0	0	0
Net Asset Value per share of face value of Rs.10/- each	74.28	74.28	74.28

Vardhan Infrastructure Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	61250	35%
Total	61250	35%

6) Vardhan Estate Private Limited –

Name of the Company	Vardhan Estates Pvt. Ltd
Main Objects	Builders & Constricting
Date of incorporation	13.10.1980
CIN	U70100MH1980PTC023283
PAN	AABCV0754E
Registered Office Address	1101/Om-Vikas - B Wing, 105/107 Walkeshwar Road, Walkeshwar, Mumbai – 400 006
Promoters	B. K. Vardhan & Hiralal K. Jain
Board of Directors	Sanjay Vardhan & Amit Vardhan

Audited Financial information

(Rs. Lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	1.02	1.00	1.00
Profit After Tax	0.84	0.83	0.78

Equity Capital	1.00	1.00	1.00
Reserves & Surplus	7.84	7.01	6.22
EPS (Rs.) (On face value of Rs.100/-)	84.00	83.00	78.00
Net Asset Value per share of face value of Rs.100/- each	884.00	801.00	722.00

Vardhan Estate Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.100/- held	% to total shareholding
Sanjay Vardhan	450	45%
Total	450	45%

7) Alacrity Real Estate Private Limited –

Name of the Company	Alacrity Real Estate Pvt. Ltd.
Main Objects	Builders & Developers
Date of incorporation	4.4.2007
CIN	U45202MH2007PTC169635
PAN	AAGCA2558L
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Harresh Mehta & Anuj Mehta
Board of Directors	Sanjay Vardhan & Amit Vardhan

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	(0.10)	(0.23)	(0.15)
Profit After Tax	(0.10)	(0.23)	(0.15)
Equity Capital	1.00	1.00	1.00
Reserves & Surplus	(0.38)	(0.61)	(0.76)
EPS (in Rs.)	(0.95)	(2.28)	(1.53)
Net Asset Value per share of face value of Rs.10/- each	6.20	3.90	2.40

Alacrity Real Estate Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	5000	50%
Total	5000	50%

8) B.K. Estates Private Limited –

Name of the Company	B.K. Estates Pvt. Ltd.
Main Objects	Builders & Developers

Date of incorporation	9.8.2010
CIN	U70109MH2010PTC206351
PAN	AAECB3115E
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Sanjay Vardhan & Amit Vardhan
Board of Directors	Sanjay Vardhan & Amit Vardhan

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	-	0.00	0.00
Profit After Tax	-	0.00	0.00
Equity Capital	-	1.00	1.00
Reserves & Surplus	-	0.00	0.00
EPS (in Rs.)	-	0.00	0.00
Net Asset Value per share of face value of Rs.10/- each	-	10.00	10.00

B.K. Estates Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	5000	50%
Total	5000	50%

9) Ecostruk Builders Private Limited –

Name of the Company	Ecostruk Builders Pvt. Ltd.
Main Objects	Builders & Developers
Date of incorporation	14.10.2010
CIN	U70102MH2010PTC208999
PAN	AACCE5246R
Registered Office Address	22/H, Nesbit Hall, Nebit Road, Mazgaon, Mumbai – 10.
Promoters	Sanjay Vardhan, Amit Vardhan, Supreeth M. J., Muzammil Shaikh, Obaid Shaikh
Board of Directors	Sanjay Vardhan, Amit Vardhan, Supreeth M. J., Muzammil Shaikh, Obaid Shaikh

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	-	0.00	0.00
Profit After Tax	-	0.00	0.00
Equity Capital	-	1.00	1.00
Reserves & Surplus	-	0.00	0.00

EPS (in Rs.)	-	0.00	0.00
Net Asset Value per share of face value of Rs.10/- each	-	10.00	10.00

Ecostruk Builders Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	2000	20%
Total	2000	20%

10) Ecostruk Heights Private Limited –

Name of the Company	Ecostruk Heights Pvt. Ltd.
Main Objects	Builders & Developers
Date of incorporation	14.10.2010
CIN	U70102MH2010PTC209003
PAN	AACCE5245M
Registered Office Address	22/H, Nesbit Hall, Nebit Road, Mazgaon, Mumbai – 10.
Promoters	Sanjay Vardhan, Amit Vardhan, Supreeth M. J., Muzammil Shaikh, Obaid Shaikh
Board of Directors	Sanjay Vardhan, Amit Vardhan, Supreeth M. J., Muzammil Shaikh, Obaid Shaikh

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	-	0.00	0.00
Profit After Tax	-	0.00	0.00
Equity Capital	-	1.00	1.00
Reserves & Surplus	-	0.00	0.00
EPS (in Rs.)	-	0.00	0.00
Net Asset Value per share of face value of Rs.10/- each	-	10.00	10.00

Ecostruk Heights Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	2000	20%
Total	2000	20%

11) Ecostruk Realty Private Limited –

Name of the Company	Ecostruk Realty Pvt. Ltd.
Main Objects	Builders & Developers
Date of incorporation	5.2.2010
CIN	U70102MH2010PTC199740
PAN	AACCE3111F
Registered Office Address	22/H, Nesbit Hall, Nebit Road, Mazgaon, Mumbai – 10.
Promoters	Sanjay Vardhan, Amit Vardhan, Supreeth M. J., Muzammil Shaikh, Obaid Shaikh
Board of Directors	Sanjay Vardhan, Amit Vardhan, Supreeth M. J., Muzammil Shaikh, Obaid Shaikh

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	0.00	0.00	0.00
Profit After Tax	0.00	0.00	0.00
Equity Capital	1.00	1.00	1.00
Reserves & Surplus	0.00	0.00	0.00
EPS (in Rs.)	0.00	0.00	0.00
Net Asset Value per share of face value of Rs.10/- each	10.00	10.00	10.00

Ecostruk Realty Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	2000	20%
Total	2000	20%

12) Shri Navkar Shelters Private Limited –

Name of the Company	Shri Navkar Shelters Pvt. Ltd.
Main Objects	Builders & Developers
Date of incorporation	13.3.2009
CIN	U45202MH2009PTC190925
PAN	AAMCS9071J
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Sanjay Vardhan, Amit Vardhan, Manoj A. Jain & Umesh M. Solanki.
Board of Directors	Sanjay Vardhan & Amit Vardhan

Audited Financial information

(Rs .lacs)

Particulars	Year ended 31.3.2010	Year ended 31.3.2011	Year ended 31.3.2012
Income	0.00	0.00	0.00

Profit After Tax	0.00	0.00	0.00
Equity Capital	1.00	1.00	1.00
Reserves & Surplus	0.00	0.00	0.00
EPS (in Rs.)	0.00	0.00	0.00
Net Asset Value per share of face value of Rs.10/- each	10.00	10.00	10.00

Shri Navkar Shelters Private Limited does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	2500	25%
Total	2500	25%

13) KRISHANG ESTATES PRIVATE LIMITED–

Name of the Company	KRISHANG ESTATES PRIVATE LIMITED
Main Objects	Builders & Developers
Date of incorporation	29.10.2012
CIN	U70100MH2012PTC237255
PAN	AAECK9767D
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Sanjay Vardhan, Amit Vardhan, & RAJU HARISHBHAI RAVAL.
Board of Directors	Sanjay Vardhan & Amit Vardhan, RAJU HARISHBHAI RAVAL.

Audited Financial information

Company was incorporated on 29th Oct’ 12 and hence last 3 years Financials are not applicable.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	2500	25%
Total	2500	25%

14) KRISHANG HOMES PRIVATE LIMITED–

Name of the Company	KRISHANG HOMES PRIVATE LIMITED
Main Objects	Builders & Developers
Date of incorporation	29.10.2012
CIN	U70100MH2012PTC237254
PAN	AAMCS9071J
Registered Office Address	C-3 Commerce House, 140 N. M. Road, Fort, Mum.23
Promoters	Sanjay Vardhan, Amit Vardhan, & RAJU HARISHBHAI RAVAL.
Board of Directors	Sanjay Vardhan & Amit Vardhan, RAJU

	HARISHBHAI RAVAL.
--	-------------------

Audited Financial information

Company was incorporated on 29th Oct' 12 and hence last 3 years Financials are not applicable.

KRISHANG HOMES PRIVATE LIMITED does not hold any shares in our Company.

Nature of interest of our Promoters / Directors

Name	Number of shares of Rs.10/- held	% to total shareholding
Sanjay Vardhan	2500	25%
	2500	25%

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS OF OUR COMPANY

No changes since incorporation on 13.03.2013.

6.2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis of Financial Condition and Results of Operations as reflected in the Financial Statements.

As our Company was incorporated on 13/03/2013 and we are yet to commence our full-fledged operation, this section is not applicable.

a. Overview of our Business:

Please refer to "Our Business Overview" (Clause 5.2) on Page No.78

b. Significant Development Subsequent to 31.3.2013

Month, Year	Significant Developments
Mar.'2013	Incorporation of the Company
April'2013	MOU entered into with VMukti Solutions Pvt. Ltd. for Exclusive Manufacturing and Marketing Rights of Hardware Device – PVR, Cameras & Mobile News Gathering Device powered by VMukti Technology, providing VMukti Software technology licenses for Video Streaming and Bandwidth Aggregation to go with said hardware devices and to update said softwares & provide new versions, features & bug fixtures towards the same etc.
May'2013	Shift in Registered Office within the City Limits, Increase in Authorised Share Capital of the Company, Obtained Commencement Certificate.

c. Factors that may affect Results of Operations

Except as otherwise stated in this Prospectus, the Risk Factors given in this Prospectus and the following important factors could cause actual results to differ materially from the expectations include, among others:

- General economic and business conditions in the markets in which we operate and in the local, regional, national & International economies;
- Changes in laws and regulations relating to the industries in which we operate;
- Increased competition in this industry;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;

- Changes in technology & our ability to successfully implement the same;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, etc.;
- Inability to identify expansion opportunities or delays experienced or other problems in implementing projects;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Changes in political condition in India.
- Any Government Approvals
- The outcome of legal or regulatory proceedings that we might become involved in;
- Conflict of Interest with group entities and related parties
- Our dependence on our Promoters & key management personnels

d. Summary of the Results of operation

Analysis of our Financial Performance

Not applicable, as there were no full fledged operations as on 31.3.2013.

e. Comparison of Recent Financial Years / Periods with Previous Financial Years / Periods

Not Applicable as the Company was incorporated on 13.3.2013

SECTION VII - LEGAL AND OTHER INFORMATION

7.1 - OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

1. Litigations against Our Company

Nil

2. Litigation against our Directors

Nil

3 Litigation against our Promoters and Group Companies.

Nil

We certify that except as stated herein:

- (a) there are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
- (b) there are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- (c) there are no pending litigation against the promoters/ directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- (d) there are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the promoters.
- (e) there are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- (f) there are no litigations against the promoters / Directors in their personal capacity.
- (g) the Company, its promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor any disciplinary action has been taken by SEBI.
- (h) as per the audited Balance sheet as at Mar 31, 2013, there are no SSI units to whom, our Company owns any sum which is outstanding for more than 30 days.

7.2 GOVERNMENT & OTHER KEY APPROVALS

On the basis of the indicative list of approvals below, the Company is permitted to carry on business activities and no further major approvals from any Government authorities or regulatory authority or any other entity are required by the Company to undertake the Issue or carry on its business activities. It must, however, be distinctly understood that, in granting these approvals, Government of India, State Government, Reserve Bank of India and other authorities do not take any responsibility for Company's financial soundness or for the correctness of any of the statements made or opinion expressed in this behalf.

The Company has obtained necessary approvals and registrations from various authorities in relation to its business activities; which include:

Company Incorporation & Commencement

1. Certificate of incorporation dated 13/03/2013 from the Registrar of Companies, Maharashtra , Mumbai & Commencement Certificate dated 15/05/2013.

Approvals for the Company's Business

- 1) Certificate of registration under Maharashtra Value Added Tax Act, 2006 with Government of Maharashtra, Commercial Taxes Department TIN: Applied on 05/06/2013.
- 2) Permanent Account Number AAECV3700B and Tax Deduction Account Number MUMV20333F under the Income Tax Act, 1961;
- 3) Certificate of Importer-Exporter Code (IEC-0313003777) under Export Import Policy
- 4) Applications for Registration of Trade Mark (VCU & VCU Pack) with the Registrar of Trade Marks, Mumbai on 01/06/2013.

7.3 OTHER REGULATORY AND STATUTORY DISCLOSURES

A) AUTHORITY FOR THE ISSUE

Our Board of Directors have authorised the Issue by a resolution dated 25/04/2013 and Our shareholders have authorized the Issue by a special resolution passed pursuant to Section 81 (1A) of the Companies Act, at the EGM held on 21/05/2013.

B) PROHIBITION BY SEBI OR OTHER GOVT AUTHORITIES

Our Company, our Promoters, our Directors or any of the Company's associates or group companies and companies with which the Directors of the Company are associated as Directors or Promoters, or Partners have not been prohibited from accessing or operating in the capital market under any order or direction passed by SEBI. The listing of any securities of our Company has never been refused at any time by any of the Stock Exchange.

Our Company, our Promoters, their relatives, group companies and associate companies have not been declared as wilful defaulters by RBI / Government authorities and there are no violations of securities laws committed by them in the past or pending against them.

C) ELIGIBILITY FOR THE ISSUE

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations. Our Company is eligible for the Issue in accordance with Regulation 106(M)(2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than Rupees Ten Crore and upto Rupees Twenty Five Crore and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE).

We confirm that –

- a) In accordance with Regulation 106 (P) of SEBI (ICDR) Regulations and other provisions of Chapter X B of the above regulations, this issue has been 100 % underwritten and that the Lead Manager has underwritten more than 15 % of the total issue size. For further details pertaining to underwriting please refer to **"General Information –Underwritng** on Page No.46 of this Prospectus.
- b) In accordance with Regulation 106 (R) of SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in this issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 73 of the Companies Act, 1956.

- c) In accordance with Regulation 106 (O) of SEBI (ICDR) Regulations, 2009, we have not filed any Draft Offer Document with SEBI. We shall ensure that our LM submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106 (V) of SEBI (ICDR) Regulations, 2009, we have entered into an agreement with the LM and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of Market Making, please refer to **“General information-Details of the Market Making Arrangements for this issue”** on Page No.47 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter X B of SEBI (ICDR) Regulations, 2009 as amended from time to time and subsequent circulars and guidelines issued by SEBI and BSE.

However, 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.

D) DISCLAIMER CLAUSE (SEBI)

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS PROSPECTUS. THE LEAD MANAGER, NETWORTH STOCK BROKING LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, NETWORTH STOCK BROKING LIMITED HAS FURNISHED TO SEBI A DUE **DILIGENCE CERTIFICATE DATED _____ IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS 1992 WHICH READS AS FOLLOWS :**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE COMPANY, IT'S 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 MENTIONED IN THE ANNEXURE AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:
 - A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE PUBLIC ISSUE;

- B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. ISSUED BY SEBI, THE GOVERNMENT AND ANOTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
- C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED PUBLIC ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFIL THEIR UNDERWRITING REQUIREMENTS. .
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN, WILL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 SEBI (ICDR) REGULATIONS, 2009 WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
7. WE CERTIFY THAT SUB REGULATION (4) OF REGULATION 32 OF SEBI (ICDR) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT BALANCE PROMOTERS' CONTRIBUTION OF RS. 430 LACS 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 BALANCE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE.
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE DESIGNATED STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM

THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN SEBI (ICDR) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES, WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS :
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF SEBI (ICDR) REGULATIONS WHILE MAKING THE ISSUE
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECK LIST CONFIRMING REGULATION WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF SEBI (ICDR) REGULATIONS, 2009 CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE A STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY US.

ADDITIONAL CONFIRMATION

17. WE CONFIRM THAT REGISTRATIONS OF ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE VALID AS ON DATE AND THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
18. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE 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.
19. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN SEBI (ICDR) REGULATIONS, 2009.

20. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERILISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
21. WE CERTIFY THAT AS PER THE FIRST PROVISIO TO SUB REGULATION (4) OF REGULATION 32 OF SEBI (ICDR) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.
22. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106(P) AND 106 [V] OF SEBI (ICDR) REGULATIONS, 2009 HAVE BEEN MADE.

THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED PUBLIC ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER FOR ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.

E. Disclaimer Clause of BSE

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 for granting the aforesaid permission to this company. BSE does not in any manner:-

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. Warrant that this company's securities will be listed or will continue to be listed on BSE; or
- iii. Take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

F) DISCLAIMER STATEMENT FROM THE COMPANY AND THE LM

Our Company, our Directors, and the LM accept no responsibility for statements made otherwise than in this PROSPECTUS or in the advertisements or any other material issued by or at instance of the above mentioned entities and anyone depending on any other source of information, including our website, www.looksclinic.com, would be doing so at his or her own risk.

The LM accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the LM and our Company dated 26/04/2013 and the Underwriting Agreement dated 29/04/2013 entered into between the LM and our Company. All information shall be made available by us and LM 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, etc.

CAUTION

Neither our Company nor the Lead Manager is liable to the Applicants for any failure in downloading the Application Forms due to faults in any software/hardware system or otherwise.

The LM and its associates and affiliates may engage in transactions with and perform services for our Company and Promoter Group Entities or associates of our Company in the ordinary course of business and have engaged and may, in future engage, in the provision of financial services for which they have received, and may in future receive compensation.

F) DISCLAIMER WITH RESPECT TO JURISDICTION

This Issue is being made in India to persons resident in India {including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised 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), trusts registered under the Societies Registration Act, 1860 as amended from time to time or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to NRIs, FIIs and Foreign Venture Capital Funds registered with SEBI. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai , Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

G) DISCLAIMER CLAUSE OF RBI

RBI does not accept any responsibility or guarantee about the present position as to financial soundness of the company or correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits or discharge of liabilities by the Company.

H) FILING

A copy of this Prospectus shall not be filed with SEBI nor will SEBI issue any observation on the offer document in terms of Regulation 106 (M) (3). However, a copy of the Prospectus shall be filed with SEBI at the Corporate Finance Dept, Plot No.C-4A, “G” Block, Bnadra Kurla Complex, Bandra (East), Mumbai-400051..

A copy of the Prospectus, along with the documents required to be filed under Section 60B of the Companies Act, will be delivered for registration to the ROC situated at Everest building, 100, Marine Drive, Mumbai-400002.

I) LISTING

The Company has obtained approval from BSE vide letter dated _____ to use the name of BSE in this offer document for listing of Equity Shares on the SME Platform of BSE.

In term of Chapter X B of SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in principle listing approval for the shares being offered in this Issue. However, application shall be made to the SME Platform of BSE for obtaining permission for listing of the Equity Shares offered and sold in the Issue on the SME Platform after the allotment in the Issue. BSE is the Designated Stock Exchange with which the Basis of Allotment of Equity Shares will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the SME Platform of BSE as mentioned above, our Company shall forthwith repay, without interest, all monies

received from the applicants in pursuance of the Prospectus. If such money is not repaid within eight days after the Company becomes liable to repay it, then our Company, and every officer in default shall, on and from expiry of eight days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under Section 73 of the Companies Act.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within twelve working days of the Issue Closing Date.

J) CONSENTS

Consents in writing of the Directors, the Company Secretary and Compliance Officer, the Auditors, the Legal Advisor, Bankers to the Company, LM and the Registrar to the Issue to act in their respective capacities, have been obtained and will be filed along with a copy of the Prospectus with the ROC as required under Sections 60 and 60B of the Companies Act and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act and SEBI (ICDR) Regulations, M/S. S.D.Motta & Associates, Chartered Accountants, Statutory Auditors of the Company have given their consent to the inclusion of their report dated 04/06/2013 on the financial statements, and statement related to the possible tax benefits, as applicable, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear herein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus

L) EXPERT OPINION OBTAINED, IF ANY

Except as stated in “Statement of Tax Benefits”, the Company has not obtained any expert opinion.

M) PUBLIC ISSUE EXPENSES

The total expenses of the Issue are approximately Rs.49.95 lacs. The expenses of this Issue include, among others, fees payable to LM, Registrar, underwriting commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Issue expenses are as follows:

S. No.	Particulars	Amount in Rs. Lacs
1	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses	40.00
2	Advertisement & Marketing Exp.	2.64
3	Printing & stationery and postage expenses	5.62
4	Regulatory fees	1.69
	Total	49.95

N) DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager (including underwriting commission and fees for Market Making) will be Rs. 38.76 lacs as per the Memorandum of Understanding between the Company and the LM dated 26/04/13, the Underwriting Agreement dated 29/4/2013 and the Market Making Agreement dated 29/4/2013, a copy of which is available for inspection at our registered office.

O) Fees Payable to the Registrar to the Issue

The fees payable by us to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be

Rs.33000/- as per the Memorandum of Understanding dated 03rd May,2013 between the Registrar to the Issue and our Company.

P) PREVIOUS PUBLIC OR RIGHTS ISSUE

We have not made any previous public or rights issue of shares either in India or abroad and we are an unlisted Company as per SEBI (ICDR) Regulations and this Issue is an IPO in terms of SEBI (ICDR) Regulations. .

Q) PREVIOUS ISSUE OF SHARES OTHERWISE THAN FOR CASH

Nil

R) COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offering of the Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

S) CAPITAL ISSUE BY COMPANIES UNDER THE SAME MANAGEMENT DURING THE LAST THREE YEARS

Nil.

T) PROMISE vis-a-vis PERFORMANCE

This is the first issue of our Company and further none of our group companies is listed on any Stock Exchanges in India or abroad.

U) OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this DP.

V) STOCK MARKET DATA

This being our initial public offering, the Equity Shares are not listed on any stock exchange.

W) MECHANISM FOR REDRESSAL OF INVESTORS' GRIEVANCES

Our Company has constituted a Shareholders Grievance Committee to look into the redressal of shareholder/ investor complaints such as Issue of duplicate/split/consolidated share certificates, allotment and listing of shares and review of cases for refusal of transfer/transmission of shares and debentures, complaints for non receipt of dividends etc.

For further details on this committee, please refer paragraph titled “**Shareholders/Investors Grievance Committee**” beginning on Page No.102 under the Chapter titled “**Our Management**” beginning on Page No.94 of the Prospectus.

To expedite the process of share transfer, our Company has appointed Sharepro Services (I) Private Limited as the Registrar and Share Transfer Agents of our Company.

All grievances relating to the ASBA process may be addressed to the Registrar with a copy to the relevant 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 of the SCSB where the ASBA Form was submitted by the ASBA Applicants.

Disposal of Investors' Grievances and Redressal Mechanism

We have appointed Sharepro Services (I) Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of equity shares applied for, amount paid on application and bank and branch. We would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

A fortnightly status report of the complaints received and redressed by the Registrar to the Issue would be forwarded to us. We would also co-ordinate with the Registrar to the issue in attending to the grievances of the investors. We assure that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of complaint	Time Table
1.	Non-receipt of refund	Within 7 business days of receipt of complaint subject to production of satisfactory evidence
2.	Non Receipt of Share Certificate/Demat Credit	Within 7 business days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Issue	Within 7 business days of receipt of complaint with all relevant details

We have appointed Ms. **Vishakha K. Mehta**, Company Secretary as the Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. She can be contacted at the following address:

Ms. Vishakha K. Mehta,
1/1A, 5th Floor, Rahimtoola House, 7, Homji Street, Fort, Mumbai 400001, Maharashtra
Tel. No. 022- 22666898 Fax No 022- 22666898
Website: www.vcupack.com ;
E-mail: cs@vcupack.com

As on the date of the Prospectus, there were no investor complaints pending with / against our Company.

X) CHANGES IN AUDITORS DURING THE LAST THREE YEARS

No changes since the date of incorporation on 13.03.2013

Y) CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 YEARS

Since our incorporation on 13.03.2013, we have not issued any equity Shares by capitalizing reserves or profits.

Z) REVALUATION OF ASSETS DURING THE LAST 5 YEARS

The company has not revalued its assets since incorporation on 13.03.2013.

SECTION VIII – ISSUE RELATED INFORMATION

8.1 TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the Application Form, the ASBA Form, the CAN (Confirmation of Allocation Note) and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, Government of India, the Stock Exchanges, the Reserve Bank of India, ROC and/ or other authorities, as in force on the date of the Issue and to the extent applicable.

AUTHORITY FOR THE ISSUE

Our Board of Directors have authorised the Issue by a resolution dated 25/04/2013 and Our shareholders have authorized the Issue by a special resolution passed pursuant to Section 81 (1A) of the Companies Act, at the EGM held on 21/05/2013.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari passu in all respects with the existing Equity Shares including rights in respect of dividend. The Allottees will be entitled to dividend or any other corporate benefits, if any, declared by the Company after the date of allotment.

MODE OF PAYMENT OF DIVIDEND

We shall pay dividend, if declared, to our shareholders as per the provisions of the Companies Act, 1956.

FACE VALUE AND ISSUE PRICE

The face value of the Equity Shares is Rs. 10/- each and the Issue price of Rs. 25/- is 2.5 (two and half) times of the face value.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 1956, in terms of the Listing Agreement to be executed with the Stock Exchange, and the Memorandum and Articles of Association of the Company.

MARKET LOT AND TRADING LOT

The Investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (Compendium) series circular No.2 (1999-2000) dated 16th Feb 2000, trading in securities of companies making an IPO shall be in dematerialized form only. Allocation and Allotment through this Issue will be done in multiples of 6000 Equity Shares to the successful Applicants subject to a minimum Allotment of 6000 Equity Shares. The trading of the Equity Shares will happen in the minimum contract size of 6000 Equity Shares.

For details of Allocation and Allotment, please refer to the paragraph titled **“Basis of Allotment”** beginning on Page No 157 under the Chapter titled **“Issue Procedure”** beginning on Page No. 147 of the Prospectus.

MARKET MAKING

As per Reg106 (V) (1) of SEBI (ICDR) Regulations, 2009, the LM will arrange for compulsory market making for a minimum period of three years from the date of listing of Equity Shares. For this purpose, as provided under Reg 106 V (2), we have entered into an agreement with the Market Maker who is also the LM for the issue.

As per Reg 106 V (4), the inventory with the market maker should be at least 5 % of the total shares to be listed. In view of the above, 3,78,000 Equity Shares (5.04% of 75,00,000 Equity Shares to be listed) are reserved out of the Issue for the Market Maker. However, the promoters' holding will not be eligible for offering to the Market Maker during the initial period of three years from the date of listing.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 109A of the Companies Act, the sole or first Applicant along with other joint Applicants may nominate any one person in whom, in the event of death of the sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, 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. A fresh nomination can be made only on the prescribed form available on request at the registered office of the Company or at the registrar and transfer agent of the Company.

In accordance with Section 109 B of the Companies Act, any person who becomes a nominee by virtue of the provisions of Section 109 A of the Companies Act, shall upon the production of such evidence as may be required by our 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, our 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 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies 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 form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors want to change the nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

The Issue is not restricted to any minimum subscription level as the Issue is 100 % underwritten.

If the issuer does not receive the 100 % subscription through offer document including devolvment of Underwriters within sixty days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 73 of the Companies Act, 1956.

Further, in accordance with Regulation 106 (R) of SEBI (ICDR) Regulations, 2009, our Company shall ensure that the number of prospective allottees to whom the Equity shares will be allotted will not be less than 50. (Fifty only)

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 3000 shares. However, as per Regulation 106 (V) (5) of SEBI (ICDR) Regulations, 2009, the Market Maker shall buy the entire shareholding of a shareholder of the Company in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

RESTRICTIONS ON TRANSFER OF SHARES

There are no restrictions on transfers and transmission of shares and on their consolidation/ splitting, except as provided in our Articles of Association. For details, please refer to the section titled "**Main Provisions of our Articles of Association**" on Page No.171 of the Prospectus.

Compliance with SEBI (ICDR) Regulations, 2009

Our Company shall comply with all requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, notified on August 26, 2009 as amended from time to time.

Option To Receive Securities in Dematerialized Form

The Investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI’s circular RMB (Compendium) series circular No.2 (1999-2000) dated 16th Feb 2000, trading in securities of companies making an IPO shall be in dematerialized form only. The Equity Shares on allotment will be traded only on the dematerialized segment of the SME Exchange.

8.2 - ISSUE STRUCTURE

Public Issue of 75,00,000 Equity Shares of face value Rs.10/- each for cash by the company issued at a price of Rs.25/- per Equity Share, aggregating Rs.1875.00 Lacs (hereinafter referred to as the “Issue”). The Issue would constitute 48.38% of the post Issue paid-up capital of the Company. 3150000 Equity Shares are reserved for Promoters and 3,78,000 Equity Shares have been reserved for the Market Maker in terms of Regulation 106 V (4) SEBI. Therefore, the Net Offer to Public is 39,72,000 Equity Shares. The Issue is being made through the Fixed Price Process and hence, as per sub Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 at least 50% of the Net Offer to Public will be available for allocation on a proportionate basis to Retail Individual Applicants, subject to valid Applications being received at the Issue Price. For details, see “*Issue Procedure*” on Page No. 147 of the Prospectus.

	Retail individual investors	QIBs and Non-Institutional Investors
Basis of allocation if respective category Shares is oversubscribed	A minimum of 50 % of the net offer of shares to the public shall initially be made available on a proportionate basis	The balance net offer of shares to the public shall be made available for allotment to i) individual applicants other than retail individual investors and (ii) other investors including corporate bodies/, institutions irrespective of number of shares applied for on a proportionate basis
Unsubscribed portion, if any	The unsubscribed portion of the net offer to the public in either of the categories specified above , shall / may be made available for allocation to Applicants in the other category , if so required	
Minimum Application Amount	The Application must be made for a minimum of 6000 Equity shares and in multiples of 6000 shares thereafter	The Application must be made for a minimum of such number of equity shares such that the Application Amount exceeds Rs.2,00,000 and in multiples of 6000 shares thereafter
Maximum Application Amount	In multiples of 6000 Equity Shares so as to ensure that the Application Amount payable by the Applicant does not exceed Rs.2,00,000	An Application cannot be submitted for more than the Issue size. However, the maximum Application Amount by a QIB Investor should not exceed the investment limits prescribed for them by applicable laws. A

		QIB Applicant cannot withdraw its application after the Issue closing date and is required to pay the full Application Amount upto submission of the Application
Mode of Allotment	Physical or in dematerialised form at the option of the Investors	Physical or in dematerialised form at the option of the Investors
Allotment Lot	A minimum of 6000 Equity Shares and in multiples of 6000 Equity Share thereafter	A minimum of 6000 Equity Shares and in multiples of 6000 Equity Share thereafter.
Trading Lot / Market Lot	6000 Equity Shares	6000 Equity Shares
Who can Apply **	Resident Indian individuals; Hindu Undivided Families or HUFs, in the individual name of the Karta; Eligible NRIs, subject to applicable laws.	Resident Indian individuals; Hindu Undivided Families or HUFs, in the individual name of the Karta; Eligible NRIs, subject to applicable laws; companies; corporate bodies; scientific institutions; societies and trusts; subaccounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals; Mutual Fund; Venture Capital Fund; FVCI; FIIs and sub-account (other than a sub-account which is a foreign corporate or foreign individual); public financial institution as defined in Section 4A of the Companies Act; a scheduled commercial bank; multilateral and bilateral development financial institution; state industrial development corporation; insurance company registered with the Insurance Regulatory and Development Authority; provident fund with minimum corpus of Rs.25 cr; pension fund with minimum corpus of Rs. 25 cr; National Investment Fund; insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up by Department of Posts, India,
Terms of Payment	<p>The entire issue price of Rs. 25/- per share is payable on submission of application. In case of allotment of lesser number of Equity shares than the number applied, the Company shall refund the excess amount paid on Application to the Applicant.</p> <p>In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the Bank A/c of the ASBA applicants as are specified in the ASBA application form.</p>	

Margin Amount	Full Amount payable on Application. In case of ASBA Applicants, the SCSBs shall be authorised to block such funds in the Bank A/c of the ASBA applicants as are specified in the ASBA application form.
---------------	--

** In case the Application Form or ASBA Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and the names are in the same sequence in which they appear in the Application Form or ASBA Form, as the case may be. For further details, please refer to the section “**Issue Procedure**” on Page No. 147 of this Prospectus

8.3 - ISSUE PROCEDURE

This section applies to all Applicants. Please note that all Applicants can participate in the Issue through the ASBA process. Please note that QIBs and the Non-Institutional Applicants can participate in the Issue only through the ASBA process. However, Retail Individual Applicants may apply through the Application Form or the ASBA Form. ASBA Applicants should note that the ASBA process involves application procedures that are different from the procedure applicable to Applicants other than the ASBA Applicants. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Amount as is specified in the ASBA application form will be blocked by the SCSB.

SEBI Circulars with regard to ASBA Process

1. **Vide SEBI Circular (no. CIR/CFD/DIL/2/2010) dated April 06, 2010 SEBI has decided to extend the ASBA facility to QIBs in all public issues opening on or after May 01, 2010.**
2. **Vide SEBI Circular (no. CIR/CFD/DIL/1/2011) dated April 29, 2011, SEBI has decided that non-retail investors i.e. Qualified Institutional Buyers and Non-Institutional Investors, making application in public issue shall mandatorily make use of ASBA facility.**

Fixed Price Issue Procedure

The Issue is being made under Chapter X B of SEBI (ICDR) Regulations, 2009 via Fixed Price Process as per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009, as amended (the “SEBI Regulations”). Applicants are required to submit their Applications to the Selected Branches / Offices of the Bankers to the Issue who shall duly submit them to the Registrar to the Issue.

In case of QIB Applicants, the Company in consultation with the LM may reject their Applications at the time of acceptance of Application Form, provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

All Applicants may participate in this Issue through ASBA process by providing details of their respective bank accounts in which the corresponding application amounts will be blocked by SCSBs. All Applicants other than the ASBA Applicants are required to submit their Applications through the Bankers to the Issue. ASBA Applicants are required to submit their Applications to the SCSBs.

Investors may note that the Equity Shares will be allotted to all successful Applicants in physical or in dematerialized form as per their option. The Application Forms or ASBA Forms, as the case may be, which do not have the details of the Applicants’ depository account, including the DP ID Numbers, Beneficiary Account Number and PAN shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the

Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange(s).

Further, our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form or the ASBA Form is exactly the same as the PAN of the person(s) in whose name the relevant Beneficiary Account is held. If the Application Form or the ASBA Form was submitted in joint names, Applicants are required to ensure that the beneficiary account was held in the same joint names in the same sequence in which they appeared in the Application Form or ASBA Form, as the case may be.

APPLICATION FORM

Applicants (other than ASBA Applicants) are required to submit their Applications through the Bankers to the Issue. Such Applicants shall only use the specified Application Form bearing the stamp of the Bankers to the Issue for the purpose of making an Application in terms of the Prospectus.

ASBA Applicants shall submit an ASBA Application Form either in physical or electronic form to the SCSB or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account as specified in the ASBA Application Form only (“ASBA Account”). The ASBA Application Form will also be available on the websites of the Stock Exchange(s) at least one day prior to the Issue Opening Day. The LM and the SCSBs will provide the hyperlink to BSE SME website on their respective websites.

The SCSBs shall block an amount equal to the Application Amount in the ASBA Account specified in the ASBA Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the ‘Basis of Allocation’ and consequent transfer of the Application Amount against the allocated Equity Shares to the Issue Account, or until withdrawal/failure of Allocation is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the concerned SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful ASBA Applicants to the Issue Account. In case of withdrawal/failure of this Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue. Upon completion and submission of the Application Form to the Bankers to the Issue/SCSBs/Designated Branches, the Applicant or the ASBA Applicant, as the case may be, is deemed to have authorized the Company to make the necessary changes in the Prospectus and ASBA Form, as would be required for filing the Prospectus with the RoC, as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicants or the ASBA Applicants, as the case may be.

SEBI Circulars with regard to ASBA Process are as follows: 1) Circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009; 2) Circular no. SEBI/CIR/CFD/DIL/8/2010 dated October 12, 2010; 3) Circular (no. CIR/CFD/DIL/2/2010) dated April 06, 2010 SEBI has decided to extend the ASBA facility to QIBs in all public issues opening on or after May 1, 2010; and 4) Circular (no. CIR/CFD/DIL/1/2011) dated April 29, 2011, SEBI has decided that non-retail investors i.e. Qualified Institutional Buyers and Non-Institutional Investors, making application in public issue shall mandatorily make use of ASBA facility.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA as well as non ASBA Applicants*)	White

Eligible NRIs, FIIs or Foreign Venture Capital Funds, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis (ASBA as well as non ASBA Applicants)	Blue
---	------

* Application forms for ASBA Applicant will also be available on the website of BSE (www.bseindia.com). ASBA Applicants may note that if their Application form does not bear the stamp of the Syndicate member/ SCSB, the Application shall be rejected.

Who can apply ?

- Persons eligible to invest under all applicable laws, rules, regulations and guidelines;
- Indian nationals resident in India who are not minors in single or joint names (not more than three);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder 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". Bids by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the equity shares;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this issue;
- Indian Financial Institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations, as applicable);
- FIIs and Sub-Accounts registered with SEBI, other than a Sub-Account which is a foreign corporate or foreign individual, only under the QIB Applicants category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign Individuals only under the Non-Institutional Applicants category
- Venture Capital Funds registered with SEBI;
- State Industrial Development Corporations;
- Trusts/ societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/ societies and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or industrial research organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 25 cr and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with a minimum corpus of Rs. 25 cr and who are authorized under their constitution to hold and invest in equity shares;
- Foreign Venture Capital Investors registered with SEBI;
- Multilateral and bilateral development financial institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, India and;
- All other Persons eligible to invest under all applicable laws, rules, regulations and guidelines.
- As per the existing regulations, OCBs cannot apply in the Issue.

The Equity Shares have not been, and will not be, registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares will be offered and sold only (i) outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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 must agree in the CAN that such Applicant will not sell or transfer any Equity Shares or 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 form, or in a transaction not subject to, the registration requirements of the Securities Act.

Applications not to be made by:

- Minors
- Partnership firms or their nominees
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

Participation by Associates and affiliates of the LM

The LM and Syndicate Members except the Market Maker shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LMs and Syndicate Members may subscribe for Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

Availability of Prospectus and Application Forms

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, LM to the Issue, Registrar to the Issue and the collection Centers of the Bankers to the Issue, as mentioned in the Application Form/ASBA Form, as the case maybe.

Option to subscribe in the Issue

- Investors will have the option of getting the allotment of specified securities either in physical form or in dematerialized form.
- The equity shares, on allotment, shall be traded on stock exchange in dematerialised segment only.
- A single application from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines

Application by Indian Public including eligible NRI's applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and NOT in the names of Minors, Foreign Nationals, Non-Residents (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF.

An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights. With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with

the ASBA Form. Failing this, our Company in consultation with the LM reserves the right to reject any Application without assigning any reason thereof.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made. In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly Indicate the scheme concerned for which the Application has been made.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Applications by Provident Funds / Pension Fund

In case of Applications made by provident funds / pension fund with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with minimum corpus of Rs.25 Crores, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Applications by Eligible NRIs/FII's/FVCF's on Repatriation Basis

Application Forms have been made available for Eligible NRIs at our Registered Office, Bankers to the Issue and the Registrar to the Issue.

Applications must be made in the following manner:

- 1) On the Application Form, as applicable, and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.
- 2) In a single name or joint names (not more than three and in the same order as their Depository Participant Details).
- 3) Applications on a repatriation basis shall be in the names of individuals, or in the name of FIIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees.

Eligible NRI Applicant may please note that only such applications as are accompanied by payment in Indian Rupees or payment in freely convertible foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the form meant for reserved category.

Applications by Eligible NRIs for an Application Amount of up to Rs 2,00,000/- would be considered under the Retail Portion for the purposes of allocation and Application for an Application Amount of more than Rs.2,00,000/- would be considered under Non-Institutional Portion for the purposes of allocation.

Applications by FIIs

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII should not exceed 10% of our post-Issue paid-up capital. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital of the Company or 5% of the total issued capital, in case such sub-account is a foreign corporate or an individual.

In accordance with the foreign investment limits, the aggregate FII holding in our company cannot exceed 24% of our total issued capital. With the approval of the board and the shareholders by way of a special

resolution, the aggregate FII holding can go up to 100%. However, as on this date, no such resolution has been recommended to the shareholders of the company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended (the “SEBI FII Regulations”), an FII, as defined in the SEBI FII Regulations, or its sub-account may issue, deal or hold, offshore derivative instruments (defined under the SEBI FII Regulations as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor 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. The FII or subaccount is also required to ensure that no further issue or transfer of any Offshore Derivative Instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of LM and the Bankers to the Issue that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue. Any such offshore derivative instrument does not constitute any obligation or claim or claim on or an interest in the Company.

In case of FII’s in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

Applications by SEBI registered Venture Capital Funds and Foreign Venture Capital Investors

As per the current regulations, the following restrictions are applicable for SEBI registered Venture Capital Funds and Foreign Venture Capital Investors

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI.

Accordingly, whilst the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund. Further, Venture Capital Funds and Foreign Venture Capital Investors can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer of a venture capital undertaking whose shares are proposed to be listed.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only at the rate of exchange prevailing at the time of remittance and net of bank charges and/or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. Our Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form or the ASBA Form, as the case may be. Failing this, our Company in consultation with the LM, reserve the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form or the ASBA Form, as the case may be. Failing this, our Company in consultation with the LM, reserve the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPs); and
- c) the industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPs).

Applications by provident funds/pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs.25 cr, 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 or ASBA Form, as the case may be. Failing this, our Company in consultation

with the LM, reserve the right to reject any Application, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Prospectus.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants:

The Application must be for a minimum of 6000 Equity Shares and in multiples of 6000 Equity Share thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 **and in multiples of 6000 Equity Shares** thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay the full Application Amount upon submission of the Application.

Applicants are advised to ensure that any single Application from them does not exceed the maximum investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, 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 in consultation with the LM, 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. In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their

SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

b. In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserve the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

c. In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs.25 Crores (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crores, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form or ASBA form, as the case may be. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Company in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form or ASBA Form, subject to such terms and conditions that the Company and the LM may deem fit.

Information for the Applicant:

- Our Company will file the Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.
- Our company and the LM shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the ROC and also publish the same in two daily national newspapers (one each in English and Hindi) and one regional language newspaper, each with wide circulation in the place where Registered Office is situated. This advertisement shall be in the prescribed format.
- The LM will circulate copies of the Prospectus alongwith the Application form to potential investors. The SCSBs shall ensure that a copy of the Prospectus is made available on their websites.
- Any investor (who is eligible to invest in our Equity Shares, including Eligible NRIs) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our registered office or from the corporate office of the LM or from any of the Bankers to the Issue. For ASBA Applicants, Application Forms will be available with the Designated Branches of the SCSBs and at the Registered Office of our Company. Electronic ASBA Forms will be available on the websites of BSE SME Exchange and the Designated Branches.
- Eligible Applicants who are interested in subscribing for the Equity Shares should approach the LM or the Bankers to the Issue or their authorized agent(s) to register their Applications. Applicants who wish to use the ASBA process should approach the Designated Branches of the SCSBs to register their Applications
- QIBs and Non Institutional Applicants can participate in the Issue only through the ASBA process. Retail Individual Applicants have the option to apply through the ASBA Form or the Application Form. Applications by ASBA Applicants shall be accepted by the Designated Branches of the SCSBs in accordance with the SEBI Regulations and any circulars issued by SEBI in this regard. Applicants applying through the ASBA process also have an option to (i) submit the ASBA Application Form in electronic form; or (ii) submit Applications through the Designated Branches of the SCSBs in the Specified Cities.
- The Applications should be submitted on the prescribed Application Form only. Application Forms (other than ASBA Application Form) should bear the stamp of the Bankers to the Issue. Application

Forms, which do not bear the stamp of the Bankers to the Issue, will be rejected. Applications by ASBA Applicant shall be accepted by the Designated Branches of the SCSBs in accordance with the SEBI Regulations and any circulars issued by SEBI in this regard. ASBA Forms submitted directly to the SCSBs should bear the stamp of the SCSBs, if not, the same are liable to be rejected

- Applicants applying through the ASBA process also have an option to submit the ASBA Application Form in electronic form, which will also be available on the websites of the Stock Exchange(s) at least one day prior to the Issue Opening Date.
- Applications made in the Name of Minors and/or their nominees shall not be accepted.
- Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.
- Except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of Applications in joint names, each of the Applicants, should mention his/ her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form or ASBA Form without the PAN is liable to be rejected. With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified will be “suspended for credit” by the Depositories, and no credit of Equity Shares pursuant to the Issue will be made in the accounts of such Applicants.

The Applicants should note that in case the DP ID and Client ID and PAN mentioned in the Application Form and entered into the electronic system of the Stock Exchange(s) do not match with the DP ID and Client ID and PAN available in the database of Depositories, the Application Form is liable to be rejected, our Company, LM and Registrar to the Issue and members of the SCSBs shall not be liable for losses, if any.

Instructions for Completing the Application Form

Applications must be:

- i. Made only in the prescribed Application Form.
- ii. Completed in full, in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the LM. Application Forms, which do not bear the stamp of the LM will be rejected. Applicants should note that the Bankers to the Issue and / or the SCSBs, as appropriate, will not be liable for errors in data entry due to incomplete or illegible Application Forms.
- iii. **For Retail Individual Applicants, the Application must be for a minimum of 6000 Equity Shares and in multiples of 6000 Equity shares thereafter subject to a maximum Application Amount of Rs.2,00,000.**
- iv. For Non-Institutional Applicants and QIB Applicants, Applications must be for a minimum of such number of Equity Shares that the Application Amount exceeds or equal to Rs. 2,00,000 and in multiples of 6000 Equity Shares thereafter. Applications cannot be made for more than the Issue. Applicants are advised to ensure that a single Application from them should not exceed the investment limits or maximum number of shares that can be held by them under the applicable laws or regulations.
- v. Eligible NRIs applying at an Application Price of up to Rs. 2,00,000 would be considered under the Retail Portion for the purposes of allocation and Applications for an Application Price of more than Rs. 2,00,000 would be considered under Non-Institutional Portion for the purposes of allocation.

- vi. Applications by Eligible NRIs, FIIs, eligible /permitted Sub-Accounts etc. on a repatriation basis shall be in the names of individuals, or in the names of FIIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding Eligible NRIs) or their nominees.
- vii. Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE or FCNR accounts, as the case may be, details of which should be furnished in the space provided for this purpose in the Application Form. Our Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.
- viii. In single name or in joint names (not more than three, and in the same order as their Depository Participant details).

Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

Applicant residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand Draft payable at Mumbai only payable to **“VCU DATA MANAGEMENT LIMITED – Public Issue”** to the Registrar, in this case being Sharepro Services (India) Pvt. Ltd.

Applicant’s PAN, Depository Account and Bank Account Details

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Applicant should note that on the basis of PAN of the Applicant, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicant or unblocking of ASBA Account. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds, unblocking of ASBA accounts, to Applicant at the Applicant sole risk and neither the LM or the Registrar or the Collection Banks or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicant should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicant including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

In case no corresponding record is available with the Depositories, which matches the three parameters, namely, PAN of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s identity, then such Applications are liable to be rejected.

INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD.

IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM.

Refunds

In case of Applicant receiving refunds through electronic transfer of funds, delivery of refund orders/allocation advice/CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant (other than ASBA Applicants) in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Applicant's sole risk and neither the Company, the Registrar, Collection Bank(s) nor the LM shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches three parameters, namely, PAN of the Applicant (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

The Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/or commission. In case of Applicant who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicant so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. The Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds Applicant will be treated on the same basis with other categories for the purpose of allocation.

Basis of Allotment

Allotment will be made in consultation with the SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- 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 Applicants in the category x number of Shares applied for).
- b. The number of Shares to be allocated to the successful Applicant will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the oversubscription ratio). For applications where the proportionate allotment works out to less than 3000 equity shares, the allotment will be made as follows:

- each successful applicant shall be allotted 6000 equity shares; and
 - the successful Applicants out of the total Applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- c. If the proportionate allotment to an applicant works out to a number that is not a multiple of 6000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 6000 Equity Shares subject to a minimum allotment of 6000 Equity Shares.
- d. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower multiples of 6000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110 % of the size of the offer specified under the Capital Structure mentioned in the Prospectus.
- e. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual Applicant as described below:
- i. A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
 - ii. The balance net offer of shares to the public shall be made available for allotment to individual Applicants other than retail individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - iii. The unsubscribed portion of the net offer to any one of the categories specified in (i) or (ii) shall/may be made available for allocation to Applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-.

Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with the Designated Stock Exchange. The drawal of lots (where required) to finalize the basis of allotment shall be done in the presence of a public representative on the governing board of the Designated Stock Exchange.

The Executive Director / Managing Director of the SME Platform of BSE (The Designated Stock Exchange) in addition to LM and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

TERMS OF PAYMENT / PAYMENT INSTRUCTIONS

The entire issue price of Rs.25/- per share is payable on application. In case of allotment of lesser number of Equity shares than the number applied, the Company shall refund the excess amount paid on Application to the Applicant.

ALL NON-RETAIL INVESTORS I.E. QUALIFIED INSTITUTIONAL BUYERS AND NON-INSTITUTIONAL INVESTORS, MAKING APPLICATION IN PUBLIC ISSUE SHALL MANDATORILY MAKE USE OF ASBA FACILITY.

Payment Procedure for Applicants other than ASBA Applicants

The Company and the LM shall open Escrow Accounts with one or more Collection Bank(s) in whose favour the Applicants shall make out the cheque or demand draft in respect of his or her Application. Cheques or demand drafts received for the full Application Amount from Applicants in a certain category

would be deposited in the Escrow Account. The Collection Banks will act in terms of the Prospectus and the Agreement entered with the Bankers to the Issue. The Collection Bank (s) for and on behalf of the Applicants shall maintain the monies in the Escrow Account. The Collection Bank(s) shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Applicants.

After the Closure of the Issue and upon allotment of shares, the Collection Bank(s) shall transfer the balance funds to the Refund Account. Payments of refund to the Applicants shall also be made from the Refund Account as per the terms of the Agreement and the Prospectus.

The Applicants should note that the mechanism is not prescribed by SEBI and has been established as an arrangement between the Company, the LM, the Collection Bank(s) and the Registrar to the Issue to facilitate collections from the Applicants.

Each Applicant shall draw a cheque or demand draft or remit the funds electronically through the RTGS mechanism for the amount payable on the allocation/Allotment as per the following terms:

Payment into Account for Applicants other than ASBA Applicants

1. All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form.
2. Applicants shall, with the submission of the Application Form, draw a payment instrument for the Application Amount in favour of the Escrow Account and submit the same to the Bankers to the Issue. If the payment is not made favouring the Escrow Account along with the Application Form, the Application of the Applicant shall be rejected.
3. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - a) In case of Resident Retail and Non-Institutional Applicants: **“VCU DATA MANAGEMENT LIMITED – Public Issue –R”**
 - b) In case of Non-Resident Retail and Non-Institutional Applicants: **“VCU DATA MANAGEMENT LIMITED – Public Issue –NR”**
4. In case of Applications by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account. In case of Applications by Eligible NRIs applying on non-repatriation basis, the payments must be made out of NRO account.
5. In case of Application by FIIs/FVCIs/multilateral and bilateral financial institutions, the payment should be made out of funds held in a Special Rupee Account along with documentary evidence in support of the remittance. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting the Special Rupee Account.
6. The monies deposited in the Escrow Account will be held for the benefit of the Applicants.
7. On the Designated Date, the Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Agreement into the Escrow Account with the Bankers to the Issue.
8. On the Designated Date and no later than fifteen (15) days from the Issue Closing Date (if fully subscribed-otherwise no later than seventy (70) days since this is a fully underwritten issue), the Collection Bank shall also refund all amounts payable to unsuccessful Applicants (other than ASBA

Applicants) and also the excess amount paid on Application, if any, after adjusting for allocation/Allotment to the Applicants.

9. Payments should be made by cheque, or demand draft drawn on any Bank (including a Cooperative Bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Payment Procedure for ASBA Applicants

The ASBA Applicants shall specify the bank account number in the ASBA Application Form and the SCSB shall block an amount equivalent to the Application Amount in the bank account specified in the ASBA Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Application or receipt of instructions from the Registrar to unblock the Application Amount. In the event of withdrawal or rejection of the ASBA Application Form or for unsuccessful ASBA Application Forms, the Registrar shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Escrow Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Application, as the case may be.

Payment by Stock invest

In terms of the Reserve Bank of India Circular Numbers DBOD Numbers FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Submission of Application Form

All Application Forms duly completed and accompanied by account payee cheques or drafts shall be submitted to the Bankers to the Issue at the time of submission of the Application. With respect to the ASBA Applicants, the ASBA Application Form shall be submitted to the Designated Branches of the SCSBs.

No separate receipts shall be issued for the money payable on the submission of Application Form. However, the collection centre of the Bankers to the Issue will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply having regard to applicable laws, rules, regulations, guidelines and approvals and the terms of this Prospectus;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about Depository Participant ID, Beneficiary Account Number and PAN are correct
4. Ensure that the Applications that submitted are forms bearing the stamp of the LM;
5. Each of the Applicant should mention their Permanent Account Number (PAN) allotted under the IT Act;
6. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;

7. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
4. Do not pay the Application Amount in cash, by money order or by postal order or by stock invest;
5. Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue. Do not submit the Application without the full Application Amount through the Application Form;
6. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;

Additional Instructions for ASBA Applicants only

Do's:

1. Ensure that you use the ASBA Form specified for the purposes of ASBA.
2. Read all the instructions carefully and complete the ASBA Form.
3. Ensure that the details of your Depository Participant and beneficiary account are correct and that your beneficiary account is activated, as Equity Shares will be allotted in dematerialized form only.
4. Ensure that your ASBA Form is submitted at a Designated Branch, with a branch of which the ASBA Applicant or a person whose bank account will be utilized by the ASBA Applicant for applying has a bank account and not to the Bankers to the Issue/Collecting Banks (assuming that such Collecting Bank is not a SCSB), to our Company or the Registrar to the Issue or the LM.
5. Ensure that the ASBA Form is signed by the account holder in case the applicant is not the account holder.
6. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form.
7. Ensure that you have funds equal to the number of Equity Shares applied for in your ASBA Account before submitting the ASBA Form to the respective Designated Branch.
8. Ensure that you have correctly checked the authorization box in the ASBA Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for the Designated Branch to block funds equivalent to the Application Amount mentioned in the ASBA Form in your ASBA Account maintained with a branch of the concerned SCSB.
9. Ensure that you receive an acknowledgement from the Designated Branch for the submission of your ASBA Form.

10. Ensure that the name(s) given in the ASBA Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the ASBA Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the ASBA Form.

Don'ts:

1. Do not apply on another ASBA Form or on Application Form after you have submitted an ASBA Application to a Designated Branch.
2. Payment of Application Amounts in any mode other than blocked amounts in the ASBA Accounts shall not be accepted under ASBA.
3. Do not send your physical ASBA Form by post; instead submit the same to a Designated Branch.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or ASBA Form, as the case may be. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. After applying on an ASBA Form either in physical or electronic mode, where such ASBA Application has been submitted to the Designated Branches of SCSBs and uploaded with the Stock Exchanges, an ASBA Applicant cannot apply, either in physical or electronic mode, on another ASBA Application Form or a Application Form. Submission of a second application form, whether an ASBA Application Form, to either the same or to another Designated Branch of the SCSB, or a Application Form to the Bankers to the Issue, will be treated as multiple Applications and will be liable to be rejected either before entering the Applications into the electronic application system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs shall not accept a total of more than five ASBA Application Forms from such ASBA Applicants with respect to any single ASBA Account.

The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. A check would be carried out for the same PAN, in cases where the PAN is same; such Applications would be treated as multiple Applications.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of “know your client” norms by the depositories.

The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ-05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected.

It is to be specifically noted that Applicant should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicant, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicant, Retail Individual Applicant who applied, the Company has a right to reject Applications based on technical grounds.

With respect to ASBA Applications, the Designated Branches of the SCSBs shall have the right to reject ASBA Applications if at the time of blocking the Application Amount in the Applicant’s bank account, the respective Designated Branch of the SCSB ascertains that sufficient funds are not available in the Applicant’s bank account maintained with the SCSB. Subsequent to the acceptance of the ASBA Application by the SCSB, the Company would have a right to reject the ASBA Application only on technical grounds.

Consequent refunds shall be made as described in the Prospectus and will be sent to the Applicant's address at the Applicant's risk.

GROUND FOR TECHNICAL REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the value of Equity Shares applied for;
- Bank account details (for refund) are not given;
- Age of First Applicant not given;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 3000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash; Signature of sole and/ or joint Applicant is missing. With respect to ASBA Applications, the ASBA Application form not being signed by the account holders, if the account holder is different from the Applicant;

- Submission of more than five ASBA Application Forms per bank account;
- Application Forms does not have Applicant's depository account details;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicant (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Collection Bank(s);
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or —qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ joint Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by QIBs not submitted through the LM or their affiliates or in case of ASBA Applications for QIBs not intimated to the LM;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals.

Signing of Underwriting Agreement and Filing with the Designated Stock Exchange

We have entered into an Underwriting Agreement dated 29.04.2013 as per which, this Issue is fully underwritten.

Filing of the Prospectus with the Registrar of Companies

We will file a copy of the Prospectus with the Registrar of Companies in terms of Section 56, Section 60 and Section 60B of the Companies Act.

Announcement of pre-Issue Advertisement

The Company will issue a statutory advertisement in the form prescribed by SEBI (ICDR) Regulations, 2009 after registering the Prospectus with the ROC in an English and a Hindi language National Daily Newspaper and a Regional language Newspaper where the registered office is situated.

Issuance of Confirmation of Allocation Note (CAN) with respect to ASBA Applicants

1. Upon approval of the basis of Allotment by the Bombay Stock Exchange, the LM or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/allotted Equity Shares in the Issue. The approval of the basis of Allotment by the Bombay Stock Exchange for QIB Applicants may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Applicants. However, investors should note that the Company shall ensure that the date of Allotment of the Equity Shares to all investors in this Issue shall be done on the same date;
2. The LM or Bankers to the Issue will then dispatch a CAN to their Applicants 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 Applicant to pay the entire Issue Price for all the Equity Shares allocated to such Applicant. Those Applicants who have not paid the entire Application Amount into the Escrow Account at the time of application shall pay in full the amount payable into the Escrow Account by the Pay-in Date specified in the CAN;

3. Applicants who have been allocated/allotted Equity Shares and who have already paid the Application Amount into the Escrow Account at the time of application shall directly receive the CAN from the Registrar to the Issue subject, however, to realization of his or her cheque or demand draft paid into the Escrow Account. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant to pay the entire Issue Price for the Allotment to such Applicant.

Issuance of CAN with respect to ASBA Applicants

Upon approval of the basis of Allotment by the Bombay Stock Exchange, the Registrar to the Issue shall send the Controlling Branches, a list of the ASBA Applicants who have been allocated Equity Shares in the Issue, along with:

- The number of Equity Shares to be allotted against each successful ASBA;
- The amount to be transferred from the ASBA Account to the Escrow Account, for each successful ASBA;
- The date by which the funds referred to in sub-para (ii) above, shall be transferred to the Escrow Account; and
- The details of rejected ASBA Forms, if any, along with reasons for rejection and details of withdrawn (except in case of QIB applying through an ASBA Form) or unsuccessful ASBA Forms, if any, to enable SCSBs to unblock the respective ASBA Accounts.

ASBA Applicants should note that our Company shall ensure that the instructions by our Company for demat credit of the Equity Shares to all investors in this Issue shall be given on the same date; and The ASBA Applicants shall directly receive the CANs from the Registrar. The dispatch of a CAN to an ASBA Applicant shall be deemed a valid, binding and irrevocable contract with the ASBA Applicant.

Allotment of Equity Shares

The Company will issue and dispatch letters of allotment / securities certificates and / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of twelve (12) days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within three months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Sec 113 of the Companies Act, 1956 or other applicable provisions, if any. Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates.

After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated date, the Company would ensure the credit to the successful Applicants Depository Account. Allotment of the Equity Shares to the Allottees shall be within two working days of the date of Allotment.

Investors are advised to instruct their DP to accept the Equity Shares that may be allotted to them pursuant to this Issue.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 15 days of closure of the Issue.

The Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

PAYMENT OF REFUND

Applicants (other than ASBA Applicants) must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number and PAN provided by them in the Application Form, the Registrar will obtain, from the Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque

leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither the Company, the Registrar, Collection Bank(s), Bankers to the Issue nor the LM shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, for Applicants other than ASBA Applicants would be done through various modes as given hereunder:

1. **ECS (Electronic Clearing System)** – Payment of refund would be done through ECS for Applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for Applicant having a bank account at any of such centres, except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS. •
2. **Direct Credit** – Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.
3. **RTGS (Real Time Gross Settlement)** – Applicants having a bank account at any of the centres where such facility has been made available and whose refund amount exceeds Rs. 10.00 lacs, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the Applicant.
4. **NEFT(National Electronic Fund Transfer)** – Payment of refund shall be undertaken through NEFT wherever the Applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Applicant through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
5. For all other Applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched through Speed Post/Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the ASBA Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within nine (9) working days from the Issue Closing Date.

Letters of Allotment or Refund Orders or instructions to SCSBs

The Company shall give credit to the beneficiary account with depository participants within two working Days from the date of the finalization of basis of allocation. Applicant residing at centres where clearing

houses are managed by the RBI and other banks, will get refunds through NECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit & RTGS.

The Company shall ensure dispatch of refund orders, if any, by registered post or speed post at the sole or First Applicant's sole risk within ten (10) working days of the Issue Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within ten (10) working days of the Issue Closing Date.

In case of ASBA Applicants, the Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the ASBA Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within ten (10) working days of the Issue Closing Date.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchanges within ten (10) working days of the Issue Closing Date.

In case of Applicant who receives refund through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within fifteen (15) days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within fifteen (15) days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE where the Equity Shares are proposed to be listed are taken within seven (7) working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchanges and SEBI (ICDR) Regulations, 2009, the Company further undertakes that:

- a. Allotment of Equity Shares shall be made within twelve (12) days of the Issue Closing Date;
- b. With respect to Applicants other than ASBA Applicants, dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within fifteen (15) of the Issue Closing Date would be ensured. With respect to the ASBA Applicants, instructions for unblocking of the ASBA Applicant's Bank Account shall be made within fifteen (15) days from the Issue Closing Date
- c. As our Issue is fully underwritten, we shall return the application moneys within seventy (70) days of the Issue Closing Date where the entire subscription including devolvement obligations paid by the underwriters is not received within sixty days of the Issue Closing Date.

INTEREST IN CASE OF DELAY IN DISPATCH OF ALLOTMENT LETTERS / REFUND ORDERS

Our Company shall pay interest at 15 % p.a for any delay beyond the twelve (12) days time period as mentioned in a above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and or demat credits are not made to the Investors within fifteen (15) days or for any delay beyond seventy (70) days in the case of devolvement of underwriting obligation.

However applications received after the closure of issue in fulfillment of underwriting obligations shall not be entitled for the said interest.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within seven (7) working days of finalization of the basis of Allotment.
3. That funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us.
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Applicants within 15 days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That the certificates of the securities/ refund orders to the Non-Resident Indians shall be dispatched within specified time; and
6. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc;
7. The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
8. That the promoters' contribution shall be brought in advance before the Issue opens for public subscription

Utilization of Issue Proceeds

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 73 of the Companies Act;
2. Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our Balance Sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilised monies out of the Issue, if any, shall be disclosed under the appropriate head in the Balance Sheet indicating the form in which such unutilised monies have been invested and
4. Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement and also Section 61 of the Companies Act, 1956 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the LM reserves the right not to proceed with the Issue at any time, including after the Issue Closing Date but before the Board Meeting for Allotment of Equity Shares without assigning any reason. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of SEBI Regulations, QIB Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, two tripartite agreements have been signed as under:-

- a) Agreement dated 07/06/2013 among NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated 20/05/2013 among CDSL, the Company and the Registrar to the Issue.

The Equity Shares of the Company bear an ISIN No: **INE962001014**

- i. An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants i.e NSDL or CDSL prior to making the Application.
- ii. The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form
- iii. Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- iv. Names in the Application Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- v. If incomplete or incorrect details are given under the heading 'Applicant's Depository Account Details' in the Application Form, it is liable to be rejected.
- vi. The Applicant is responsible for the correctness of his or her Demographic details given in the Application Form vis-à-vis those with his or her Depository Participant.
- vii. Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL or CDSL. The SME Platform of BSE, where our Equity Shares are proposed to be listed have electronic connectivity with NSDL and CDSL.
- viii. The trading of the Equity Shares of the Company would be in dematerialized form only on the SME Platform of BSE. .

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicant's Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted or the Designated Branch of the SCSBs where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip or with respect to ASBA Application, bank account number in which the amount equivalent to the Application Amount was blocked.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of GoI and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment limit is allowed up to 100% under automatic route in our Company.

By way of Circular Numbers 53 dated December 17, 2003, the RBI has permitted FIIs to subscribe to shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price

of the equity shares to be issued is not less than the price at which the equity shares are issued to residents.

Transfers of equity shares previously required the prior approval of the FIPB. However, vide RBI circular dated October 4, 2004, the transfer of shares between an Indian resident and a Non-Resident does not require the prior approval of the FIPB or RBI, provided that (i) the activities of the investee company are under the automatic route under the Foreign Direct Investment (FDI) Policy and transfer does not attract the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (ii) the non-resident shareholding is within the sectoral limits under the FDI policy, and (iii) the pricing is in accordance with the regulations / guidelines prescribed by 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 US Securities Act of 1933 (the “Securities Act” or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold (i) in the United States to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act in transactions exempt from the registration requirements of the Securities Act, and (ii) outside the United States to certain persons in offshore transactions in compliance with Regulations under the Securities Act.

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.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ARTICLES OF ASSOCIATION OF COMPANY –

THE COMPANIES ACT, 1956

THE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

VCU DATA MANAGEMENT LIMITED

TABLE 'A' EXCLUDED

- | | |
|---|---|
| <p>Table 'A' not to apply but company to be governed by these Articles.</p> | <p>1. The regulations contained In Table 'A' In the first Schedule to the companies Act, 1956, shall not apply to this company, but the regulations for the management of the company and for the observance by the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the company in reference to the repeal or alteration of or addition to its regulations by special resolution as prescribed by the said companies act, 1956, be such as are contained in these Articles, unless the same are repugnant or contrary to the provisions of the companies Act, 1956.</p> |
|---|---|

INTERPRETATION

- | | |
|---|--|
| <p>Interpretation Clause.</p> | <p>2. In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context.</p> |
| <p>"The Act" or "the said Act"</p> | <p>"The Act" or "the said act" mean the companies Act. 1956 as amended upto date or other Act or Acts for time being in force in India Containing the provisions of the legislature in relation to Companies.</p> |
| <p>"The Board " or "the Board of Directors"</p> | <p>"The Board" or "Me Board of Directors" means a meeting of the Directors duly called and constituted, or, as the case may be, the Directors assembled at a Board, or a requisite number of Directors entitled to pass a Circular Resolution in accordance with these Articles.</p> |
| <p>“The Company” or “this company”</p> | <p>“The Company” or “This Company” means VCU DATA MANAGEMENT LIMITED</p> |

“Directors”	“The Directors” means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board.
“Dividend”	“Dividend” Includes bonus.
“Documents”	“Documents” include summons, notice, and requisitions. Order other legal process and registers, whether issued, sent or kept in pursuance of the Act or any other law or these Articles or other wise.
“Gender”	“Words” importing the masculine gender also include the feminine gender.
“Month”	“Month” means a calendar month.
“Paid-up”	“Paid up” includes credited as paid up.
“Person”	“Person” includes firms, corporations, as well as individuals.
“Plural Number”	Words importing the plural number also include the singular number.
“Singular Number”	Words importing the singular number also include the plural number.
“These presents” or “Regulations”	“These Presents” or “Regulations” means these Articles of Association as originally framed or altered from time to time and includes the Memorandum of Association where the context so requires.
“Seal”	“Seal” means the common seal for the time being of the Company.

“In writing” and “written”	“in writing” and “written” shall include printing and lithography and any other mode or modes or representing or reproducing words in a visible form.
“Expressions In the Act” to bear the same meaning In Articles.	Subject as an aforesaid any words or expression 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 hereof.
Share capital	<p>(a)The Authorized Share Capital of the Company is RS.16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each.</p> <p>(b) The Minimum Share Capital of the Company shall be Rs.5,00,000/-.</p>
Shares under the control of the Directors	<p>3. Subject to the provisions of the Act and in particular, Section 81 and of these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased capital of the company) shall be under the control of the Directors who may allot or other wise dispose of the same or any of them to such person In such proportion and on such terms and conditions and either at a premium or at par at (subject to compliance with the provisions of the Section 79 of the Act) at a discount and at such time as they may from time to time think fit and proper, and with full power to give to any person the option to call for or to be allotted shares of the Company either at par or at a premium or subject as aforesaid, at a discount, such option being exercisable at such times and for such consideration as the Directors think fit PROVIDED that the shares shall in the first instance be offered to the shareholders (and/or their designees) in proportion to the paid-up capital at the date held by the shareholder and provided that the option to call for and be allotted the shares shall not be given to any person or persons without the sanction of the Company In general Meeting Resolution.</p>

- | | |
|--|--|
| Directors may allot shares as fully paid up. | <p>4. A. Subject to the provisions of the Act and these articles, including Article 4, the Directors may allot and issue shares in the Capital of the Company in payment or part payment for any property or assets of any kind whatsoever (including the goodwill of any business) sold or transferred or goods or machinery or know-how supplied, or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than for cash, and if issued shall be deemed to be fully paid up or partly paid-up shares as aforesaid.</p> <p>B. Noting contained In these Articles of Association shall preclude the directors from issuing any debentures, the terms whereof provide for conversion of such debentures into equity capital of the company or confer upon the holders of such debentures the rights to acquire equity shares in the company provided that any such issue of debentures is approved by the Company in General Meeting.</p> |
| Shares to be numbered Progressively. | <p>5. The shares in the capital of the Company shall be numbered progressively according to their several denominations and except in the manner hereinafter mentioned, no share shall be sub-divided.</p> |
| Acceptance of shares. | <p>6. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of 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 entered on the Register of Members shall for the purpose of these Articles be a member</p> |
| Deposit and calls etc. to be debt payable Immediately. | <p>7. The money (if any) which the Directors shall, on the allotment of any shares being made by them, required 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 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.</p> |
| Installments on shares to be duly paid | <p>8. If by the conditions of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due be paid to the company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representatives.</p> |

UNDERWRITING AND BROKERAGE

- | | |
|--|--|
| Commission for placing shares debentures, etc. | <p>9. The company may, subject to the provisions of section 76 and other applicable provisions (if any) of the Act, at any time pay a commission to any person in consideration of this subscribing or agreeing to subscribe or his procuring or agreeing to procure</p> |
|--|--|

subscriptions, whether absolutely or conditionally. for any shares in or debentures of the Company. The Commission maybe 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 other. The company may also on any issue of shares or debentures pay such brokerage, as may be law full.

CERTIFICATES

Member's Right to certificates

10. (1) Subject to the compliance of the relevant -provisions of the Act and the Companies (issue of shares Certificates) Rules 1960, every member or allottee of share (s) shall be entitled without payment to receive at least on certificate under the seal of the company for all the shares of each class or denomination registered in his name In such form as the Directors shall prescribe or approve, specifying the number of shares or shares allotted to him and the amount paid thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board. If the Directors so approve, and upon payment of such fee, if any, not exceeding Rupees Two per certificate or free of charge as the directors may from time to time determine in respect of each class of shares, member shall be entitled to more than one certificate for shares of each class.

(2) Notwithstanding anything contained in these Articles the Board of Directors of the Company or committee thereof may in their Absolute discretion refuse splitting of any share certificate or debentures certificate into denominations of less than marketable lots i.e. the minimum number of shares or debentures as are required for the purpose of trading on the Stock Exchange on which the company/a shares and /or debentures may be listed, except where such subdivision is required to be made to comply with a statutory provision or an order of a competent court of law.

CALLS

Board may make calls.

11. “The Board of Directors may from time to time (by a resolution passed at a meeting of the Board and not by Circular Resolution) but subject to the conditions hereinafter mentioned, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account go the capital value of the shares or by way of premium) and which are not, by the conditions of the allotment, made payable at fixed times and each members shall pay the amount of every call so made on him to the persons and at the times appointed by the Directors. A call may be made payable by installments.

Notices of call.

12. At least fifteen days notice of every call, otherwise than on allotment, shall be given specifying the time of payment and if

payable to any person other than the company, the name of the person to whom, the call shall be paid provided that before the time for payment of such call the Directors may, by notice in writing to the member-s, revoke the same.

- | | |
|---|---|
| Call to date from Resolution | 13. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call as passed and may be made payable by those members whose names appear on the Register of Members on such date, or at the discretion of the directors on such subsequent or earlier date as shall be fixed by the Directors. |
| Directors may extend time. | 14. The Directors may from time to time at their discretion extend the time for the payment of any call, and may extend such item as to payment of call for any of the members who, from residence at a distance or other cause, the Directors may deem entitled to such extension but no member, shall be entitled to such extension save as a matter of grace and favour. |
| Amount payable at fixed time or by installments as calls | 15. If by the terms of issue of any share, any amounts are made payable at any fixed time or by installment at fixed times (whether on account of the nominal account of the share or byway of premium) every such amount or installment shall be the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly. |
| When Interest on call or Installment payable. | 16. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holder for the time being or allottee of the share(s) in respect of which a call shall have been made or the installment shall be due shall pay interest on the same at such rate as the Directors shall fix from the day appointed for the payment thereof to the time of actual payment but the directors may waive payment of such interest wholly or in part. |
| Judgement decree or partial payment not to preclude forfeiture. | 17. Neither a judgement nor a decree in favour of the company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any money shall preclude the forfeiture of such shares as hereinafter provided. |
| Proof on trial of Suit for money due on Shares. | 18. Subject to the provisions of the Act and these articles on the trial or hearing of any action of suit brought by the company against any member or his legal representative for the recovery of any money claimed to be due to the company in respect of any shares, it shall be sufficient to prove that the name of member in respect of whose |

shares, money is sought to be recovered in entered on the Register of Members as the holder of the sales in respect of which such money is sought to be recovered, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly posted to the member or his representative in pursuance of these presents: and It shall not be necessary to prove the appointment of the Directors who made such call nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

- Payment In advance of calls may carry Interest.
19. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon and the company may at any time repay the amount so advanced either by agreement with the members or otherwise upon giving to such member three month's notice in writing. No member paying any sum in advance shall be entitled to participate in profits or dividend or to voting rights in respect of the money so paid by until the same would, but for such payment, become presently payable.

FORFEITURE, SURRENDER AND LIEN

- It call or Installment not paid notice may be given.
20. If any member falls to pay the whole or any part of any call or installment or any money due In respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or on the person (if any) entitled to the shares by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have incurred by the company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by the reason of the delay occasioned in payments due to the necessity of complying with the provisions contained In the relevant exchange control laws or other applicable laws of India.
- Terms of Notice.
21. The Notice shall name a day (not being less than 14 days from the date of the notice) on or before which and the place or places at which such call, Installment or such part thereof such other moneys as aforesaid and such interest and expenses as aforesaid are to be

paid, and if payable to any person other than the company the person to who such payment is to be made. The notice shall also state that in the event of non-payment at or before the time and (if payable to any person other than the company) at the place appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

- | | |
|---|--|
| Shares to be forfeited in default of payment. | 22. If the requirements of any such notice as aforesaid shall not be coupled with, any of the shares in respect of which such notice has been given may, at any time thereafter but before payment of all calls of installment, interest and expenses and other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividend declared in respect of the forfeited shares and not actually paid before the forfeiture. |
| Entry of forfeiture in register of members. | 23. When any shares shall have been so forfeited, any entry of the forfeiture, with the date thereof, shall be made in the Register of Members and notice of the forfeiture shall be given to the member in whose name they stood Immediately prior to the forfeiture but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any entry as aforesaid. |
| Forfeited shares to be property of the company and may be sold etc | 24. Any share so forfeited shall be deemed to be the property of the Company and may be said allotted or otherwise disposed of either to the original holder thereof, or to any person upon such terms and in such manner as the Board shall think fit and subject to Article '4' hereof. |
| Directors may annual forfeiture. | 25. The Directors may, at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of annual the forfeiture thereof upon such conditions as they think fit. |
| Shareholder still liable to pay money owing at the time of forfeiture and Interest. | 26. Any person whose shares have been forfeited shall notwithstanding the,) forfeiture, be liable to pay and shall forthwith pay to the company all calls, Installment, interest expenses and other monies owing upon or in respect of such shares at the time of forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine, and the Directors may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture but shall not be under any obligation to do so. |
| Effect of forfeiture. | 27. The forfeiture of a share involve the extinction, at the time of the forfeiture, of all interest in and all claims and demands against the company in respect of the shares forfeited and all other rights incidental to the Shares except only such of those rights as by these presents are expressly saved. |
| Surrender of shares. | 28. The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of |

surrendering them on such terms, as they think fit.

- | | |
|---|--|
| Company's lien on shares. | 29. The Company shall have lien on its fully paid shares. In the case of partly paid up shares, the Company shall have a first and paramount lien on such shares registered in the name of each member, whether solely or jointly with others and upon the proceeds of sale thereof for all moneys called or payable at a fixed time in respect of such shares and whether held solely or jointly with any other persons, and whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. The Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article. |
| As to enforcement of lien by sale. | 30. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made unless the sum in respect of which the lien exists is presently payable until notice in writing of the Intention to sell shall been served on such members, his executors or administrators or his continue, or other legal representatives as the case may be, and default shall been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the share comprised in any such transfer. Upon any such sale as aforesaid, the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned. |
| Application of proceeds of such sale. | 31. The net proceeds of any such sale, after payment of the cost sale, shall be applied in or towards the satisfaction of such debts. Liabilities or engagements of such member and the residue, (if any) shall subject to a like lien for sums not presently payable as a existed upon the shares before the sale, be paid to such member of the person (if any) entitled by transmission to the shares so sold. |
| Certificate of forfeiture. | 32. A certificate in writing under the hands of two Directors that the calls in respect of a share was made, and notice there of given. And that default in payment of the call was made, and that the forfeiture of the share was made by a resolution of the Directors to the effect shall be prima facie conclusive evidence of the facts stated therein as against all persons entitled to such share. |
| Title of purchaser and Wiattoo of tdelted shares or shares sold In exercise of lien | 33. Upon any sale after forfeiture or for enforcing a lien in the exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the Company may receive the consideration, if any, given for the share on any sale, re allotment or other disposition thereof and the person to who such share is sold re- |

allotted or disposed of may be registered as the holder of the share and he shall not be bound to be to the application of the consideration, if any, not shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the fruitter, sale re-allotment or other disposal of the share and after this name has been entered in the Register In respect of such share, the validity of the sale not be impeached by any person.

Cancellation of share
certificates in respect of

34. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles. The certificate or certificate originally issued in forfeited shares. respect of the relevant shares shall (unless the same shall, on demand by the company, have been previously surrendered to it by the defaulting member) stands cancelled and become null and void and of an effect, and the Directors shall be entitled to issue a new certificate or certificates In respect of the said shares to the person or persons entitled thereto.

TRANSFER AND TRANSMISSION OF SHARES

Form of transfer.

35. The Instrument of transfer of any shares shall be in writing and all the provisions of section 108 and other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares and the registration thereof.

Instrument of transfer to be
executed by the transferor
and transferee

36. Every such instrument of transfer shall be signed by or behalf of the transferor and by or on behalf of the transfer and by or on behalf of the transfer 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.

Directors may refuse to
register transfer.

37. The Directors may, subject to the provisions of section 111 of the Act, at their absolute and uncontrolled desecration, decline to register or acknowledge any transfer of share and shall not be bound to give any reason for such refusal and without prejudice to the generality of the foregoing may so decline in respect of share upon which the company has a lien or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid and such refusal shall not be affected by the fact that the proposed transferee is already a member. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever except as stated herein above. The Directors may at their discretion decline to register more than four persons as the holders of any shares or debentures. The registration of the transfer shall be prima facie conclusive evidence of the approval by the Directors of the transferee.

Custody of Instrument of
transfer.

38. The instrument of transfer after registration shall be retained by the company and shall remain into custody. All Instruments of transfer which the directors may decline to register shall, on demand be returned to the person depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the company for period of ten years or more.

Title of shares of deceased	39. The executors or administrators or a holder of succession certificate in Wider respect of the estate of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the company as having any title to the shares registered in the name of such deceased member and the company shall not be bound to recognise such executors or administrators unless such executors or administrators shall have first obtained probate or letters of Administration as the case may be from a duly constituted court in India, provided that in any case where the Directors in their absolute discretion think fit. the Directors may dispense with the production of probate or letters of Administration or secession certificate and under the provisions of Articles 41, register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.
Transmission Clause.	40. Subject to the provisions contained in Article 38 hereof, any person becoming entitled to a share in consequence of the death, lunacy or insolvency of any member, upon producing proper evidence of the grant of probate or letters of Administration of Succession certificate or such other evidence that he sustains the character in respect of which he purports to act under this Article or of his title to the shares as the Board thinks sufficient may, with the consent of the Board (which it shall not be under any obligation to give), be registered as a members in respect of such shares, or may subject, to the regulations as to transfer herein before contained transfer such shares. The clause is herein referred to as the transmission clause.
Refusal to register in case of transmission.	41. Subject to the provisions of the act and these Articles, the Directors shall have the same right, to refuse to register as a member a person entitled by transmission to any shares or Ws nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person entitled may receive dividend without being registered as member.	42. A person entitled to a share by transmission shall, subject to the right of the Directors to remain such dividends or money as here in provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share.
Board may require evidence of transmission.	43. Every transmission of a share shall be verified in such manner as the Directors may require and the company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the company with regard to such registration which the Directors at their discretion shall consider sufficient, pro- vided nevertheless that there shall not be any obligation on the company or the Directors to accept any indemnity.
Not fee on transfer or transmission.	44. The company shall not charge any fee for registration of transfer or transmission in respect of shares or debentures of the company.
Company not liable for disregard of a notice prohibiting Registration of	45. The company shall incur no liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing In the Register of members) to the

transfer.

prejudice of persons having or claiming any equitable right, title or Interest to or in such shares notwithstanding that the company may have notice of such equitable right, title or interest or may have received a notice prohibiting registration of such transfer and may have entered such notice as 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 rights, or title or inters or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the company but the company shall nevertheless be in liberty to regard and attend to any such notice and give effect thereto, if the Directors so think fit.

INCREASE, REDUCTION & ALTERATION OF CAPITAL

Increase of Capital.

46. The Company may from time to time by special resolution In general Meeting increase its share capital by the creation and issue of new shares of such amount, as it thinks expedient. Subject to the provisions of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as by the special resolution of the General Meeting creating the same shall be directed, such shares may be issued with a preferential or qualified right as to dividends, and in the distribution of assets of the company, and with a right of voting at General Meeting of the Company in conformity with section 87 and 88 of the Act.

Right of Equity shareholders to further issue of capital.

47. Where it is proposed to increase the subscribed capital of the company by allotment of further shares, then such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion as nearly as circumstances admit. to the capital paid up on those shares at the date, such offer shall be made in accordance with the provisions of subsection (1) of section 81 of the Act, and Article 4 above.

Further Issue of capital to be governed by same rules.

48. (1) Except so far as otherwise provided by the conditions for issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installment, transfer and transmission, Forfeiture, lien, surrender, voting or otherwise.(2) Subject to the provisions of section 80 of the Act, and Articles 4 hereof, 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 redemption may be effected in the manner and subject to the terms and provisions of its issue. (3) On the issue of Redeemable Preference shares under the provisions of clause (2) herein. the following provisions shall take effect: (a) no such shares shall be redeemed except out of 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 purpose of redemption.(b) no such shares shall be redeemed unless they are

fully paid. (c) the premium, if any, payable on redemption must have been provided for of the profits of the Company or the company's share premium Account before the shares are redeemed. (d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "capital Redemption Reserve Account" a sum equal to the nominal amount of the Shares to be redeemed and the provisions of the Act relating to the reduction of the share capital of the company shall, except as provided in section 80 of the Act, apply as if the capital Redemption reserve Account were the paid up share capital of the company.

- | | |
|---|--|
| Reduction of capital | 49. The Company may, subject to the provisions of sections 78, 80, 100 to 105 (both inclusive) of the Act, from time to time by special Resolution, reduce its share capital and any capital redemption reserve Account or other premium Account in any way authorised by law and particular may pay off any paid-up share capital upon the footing that it may be called up again or other wise and may, if and so far as is necessary alter its Memorandum by reducing the amount of its share capital and of its shares accordingly. This Article is not to derogate from any power the company would have if it were omitted. |
| Consolidation division and Sub-division. | <p>51. The company may in General Meeting by Special Resolution alter the conditions of its Memorandum as follows: -</p> <p>(a) Consolidate and divide all or any of the share capital into shares of larger amounts than its existing shares.</p> <p>(b) Sub-divide its shares or any of them into shares of Smaller amounts than originally fixed by the Memorandum, so however, that in the sub-division the proportion between the amounts paid and the amounts, if any, unpaid on each reduced shares shall be the same as it was in the case of the shares from which the reduced shares is derived.</p> <p>(c) Cancel shares which at the date of such General Meeting 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.</p> |
| Issue of further pari passu shares not to affect the rights of shares already issued. | 52. The rights conferred upon the holders of shares of any class issued with preferred or other rights shall, not unless otherwise expressly provided by the terms of Issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pair passu therewith. |

Buyback of shares

53. The Company can buyback its shares in accordance with the provisions of the Act.

MODIFICATION OF RIGHTS

Rights attached to any class may be varied.

54. If any time the share capital is divided into different classes, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of sections 106 and 107 of the Act, be modified, commuted affected, abrogated or varied (whether or not the company is being wound up) with the consent in writing of the holders of not less than three-fourths of the issued shares of the class, or with the sanction of a special Resolution passed at a separate meeting of the holders of that class of shares and all the provisions hereinafter contained as to General Meeting shall mutatis mutandis apply to every such meeting.

JOINT-HOLDERS

Joint-holders.

55. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-terms with benefits of survivorship subject to the following and other provisions contained in the Articles:
- (a) The joint holders of any shares 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.
 - (b) on the death of any such joint holder the survivors or survivor shall be the only person or persons recognized by the company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased jointholder from any liability in respect of the shares held by him jointly with any other person.
 - (c) Only the person whose name stands first in the Register of Members may give effectual receipts for any dividends or other moneys payable in respect of such share.
 - (d) Only the person whose name stands first on the register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the company and any documents served on or sent to such person shall be deemed service on all the joint-holders.

- (e) Anyone of two or more joint-holders may vote at any meeting either personally or by proxy in respect of each 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 then that one of such persons so present whose name stands first or higher (as the case may be) on the Register In respect of such shares shall alone be entitled to vote in respect thereof but the other or 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 proxy although the name of such joint-holder present by proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose (deceased member's) sole name any share stands shall for the purposes of this sub-clause be deemed joint-holders

BORROWING POWERS

Power to borrow.

56. Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles the Directors shall have the power, from time to time at their discretion, by a resolution passed at a meeting of the Board and not by Circular Resolution at accept, deposits from a members. either in advance of calls or otherwise, and generally raise or borrow or secure the payment of any sum of sums of moneys in any manner whatsoever for the purposes of the company provided that the total amount borrowed any time together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not without the consent of the company in General Meeting exceed the aggregate of the paid up capital of the company and its free reserves that. is to say, reserve not set apart for any specific purpose. such consent shall be obtained by a special Resolution, which shall provide for the total amount up to which moneys may be borrowed by the Board. The expression “temporary loans” in this Article means loans repayable on demand or within six months from the date of the loans such as short term loans, cash credit arrangements, discounting of bills and the issue of other short-term loans of seasonal characters but does not include loans raised for the purpose of financing expenditure of capital nature.

Conditions on which moneys may borrowed.

57. Subject to the provisions of the Act and these Articles, the Directors may, by a Resolution passed at a meeting of the Board and not by circular Resolution, raise or secure the payment of such sum. or sums in such manner and upon such issue of bonds, perpetual or redeemable debentures or debenture stock or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the company (both present and future) including

its uncalled capital for the time being.

- | | |
|---|---|
| Bonds, Debentures etc. to be subject to control of Directors. | 58. Subject to the provisions of the Act, any bonds, debentures or other non-convertible debt securities issued or to be issued by the company shall be under the control of the Directors who may issue them upon such terms conditions and in such manner and for such consideration as they shall consider to be for the benefit of the company. |
| Securities may be assignable free from equities. | 59. Debentures, bonds or other non-convertible debt securities may be made assignable free from any equities between the company and the person to whom the same may be issued. |
| Conditions on which Bonds, Debentures, etc, may be Issued. | 60. Subject to the provisions of the Act and these Articles any bonds debentures, or other non-convertible debt securities may be issued at the discount, premium or otherwise and with special rights privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meeting, appointment of directors or otherwise. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the company in General Meeting. |
| Mortgage of uncalled capital. | 61. If any uncalled capital of the company is included in or charged by way of mortgage or other security by the Directors, the Directors shall, subject to the provisions of the Act and these Articles, make calls on the members In respect of such uncalled capital in trust for the persons In whose favour such mortgage or security is executed or, if permitted by the Act, may by instrument under seal, authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to receive moneys on call from the members in respect of such uncalled capital and the provisions herein before contained In regard to calls shall mutatis mutandis apply to call made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors powers or otherwise and shall be assignable if expressed so to be. |
| Indemnity may be given. | 62. Subject to the provision of the Act and these Articles. if Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the directors or person so becoming liable as aforesaid from any loss in respect of such liability. |

GENERAL MEETINGS

- | | |
|---|---|
| Statutory meeting. | 63. The statutory meeting of the company shall be held at such place and time (not less than one month nor more than six months from the date at which the company is entitled to commence business) as the Directors may determine and in connection therewith, the Directors shall comply with the provisions of section 165 of the Act. |
| Annual General Meeting. | 64. Subject to the provisions of sections 166 and 210 of the Act, the company shall, in addition to any other meeting, hold a general meeting (hereinafter called an "Annual General Meeting") at the intervals and in accordance with the provisions contained in section 166 of the Act. |
| Extra-ordinary meeting. | <div style="display: flex; align-items: center; padding-bottom: 10px;"> <div style="margin-right: 20px;">General</div> <div>65. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting.</div> </div> |
| Directors may call Extra-ordinary General Meetings. | 66. The Board of Directors may call an Extraordinary General Meeting whenever they think fit and shall also call one in the circumstance specified in section 169 of the Act. |
| Notice of Meeting. | <div style="margin-bottom: 20px;">67. A General Meeting of the Company may be called by giving not less than 21 days, notice in writing. However, a General Meeting may be called after giving a shorter notice than 21 days, if the consent is accorded thereto :</div> <div style="margin-left: 40px;"> <div style="margin-bottom: 20px;">(I) in the case of an Annual General Meeting by all the members entitled to vote thereat , and</div> <div>(II) in the Case of any other meeting, by members of the Company holding not less than 95 percent of such part of the paid up share capital of the Company as gives a right to vote at that meeting.</div> </div> |
| Contents of Notice. | 68. Every notice of a meeting of the Company shall specify the place, the date and hour of the meeting, and shall contain a statement of the business to be transacted thereat. In every notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend the vote instead of himself, and that a proxy need not be a member of the Company. |
| Service of Notice. | 69. Subject to the provisions of Article 66 hereof, notice of every meeting shall be given to every member of the Company in any manner authorised by sub-sections (1) to (4) of Sections 53 of the Act and by these Articles. It shall be given to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by |

name, or by the title of the representatives of the deceased or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred. Provided that where notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the registered office of the Company under Subsection (3) of Section 53 of the Act, the explanatory statement need not be annexed to the notice as required by Section 173 of the said Act, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

PROCEEDINGS AT GENERAL MEETINGS

- | | |
|--|---|
| <p>Quorum for General Meeting</p> | <p>70. At any General Meeting of the Company five members present in person, shall be a quorum.</p> |
| <p>Procedure when Quorum not present</p> | <p>71. If within half an hour after the time appointed for the holding of the meeting the quorum as aforesaid is not present, the meeting if convened on the requisition of shareholders shall be dissolved, and in every other case, shall stand adjourned to the same day in the next week or if it is a public holiday, until the next succeeding day, which is not a public holiday at the same time and place, or to such other time and place as the Board may determine. At any such adjourned meeting at least five members entitled to vote and present in person shall be quorum. It at such adjourned meeting also the quorum be not present within half an hour as aforesaid, those members present shall be a quorum and may transact the business for which the meeting was called.</p> |
| <p>Business at adjourned meetings.</p> | <p>71A No business shall be transacted at any adjourned meeting other than the business, which might have been transacted at the meeting from which the adjournment took place.</p> |
| <p>Chairman.</p> | <p>72. The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting. If there be no Chairman or if at any meeting, he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose one of their number to be the Chairman, and in default of their doing so the members present shall choose one of the Directors to be the chairman, and if no</p> |

Director present be willing to take Chair, the members present shall choose one of their number to be the Chairman.

Business confined to election 73.
of chairman whilst Chair (1)
vacant.

No business shall be discussed at any General Meeting except the election of a Chairman whilst the chair is vacant.

- (2) 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, the Chairman so elected on a show of hands exercising all the powers of the chairman under the Act and these Articles.
- (3) If some other person is elected Chairman as result of the poll, he shall be Chairman for the rest of the meeting.

Poll

74. Whenever a poll is demanded the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken including the power to take the poll by open voting or by secret ballot and either at once or at an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. The demand for the transaction of any business other than the question on which the poll has been demanded.

Chairman with consent may 75.
adjourn meeting.

The Chairman, with the consent of any meeting at which a quorum is present, may adjourn any meeting from time and from place to place in the city or town or village in which the Registered office of the Company is situated.

Notice to be given where a 76.
meeting is adjourned for
thirty days or more.

When meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

Votes may be given by 77.
proxy or attorney.

Subject to the provisions of the Act and these articles, votes may be given either personally or by proxy or in the case of a body corporate also by a representative duly authorised under Section 187 of the Act.

Votes of members.

78. Subject to the provisions of the Act: -

- (a) on a show of hands, every holder of equity shares entitled to vote and present in person shall have one vote and upon a poll every

holder of equity shares entitled to vote and present in person or by proxy shall have one vote for every equity share held by him.

- (b) every holder of a preference share in the capital of the Company shall be entitled to vote at General Meeting of the Company only in accordance with the limitations and provisions laid down in Section 87(2) of the Act.

79. Any person entitled under the transmission Article (Article 41 hereof) to transfer any shares may vote at any General Meeting in respect thereof as if he was the registered holder of such shares provided that at least forty-eight, hours before the time of holding of the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of Ws right to transfer such shares and give such indemnity if any, as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

80. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll vote by proxy. If any member be a minor, the vote in respect of Ws share or shares shall be by his guardian or any one of his guardians, if more than one to be selected in case of dispute, by the Chairman of the meeting.

81. Subject to the provisions of the Act, no member shall be entitled to be present or to vote at any General Meeting either personally or by proxy or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

82. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case maybe, need not, if he votes, use all his votes or case in the same way all the votes he uses.

83. Proxies.

- (1) Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting.

- | | |
|---|---|
| Deposit of Instrument of proxy. | (2) Every instrument of proxy shall be deposited at the office of the Company not less than forty-eight hours before the time for holding the 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 appointing a proxy shall be. Called after the expiration of twelve months from the date of Its execution except In the case of the adjournment of any meeting first held previously to the expiration of such time. |
| Form of proxy. | (3) An instrument appointment appointing a proxy shall be in such form as may be prescribed in Schedule IX of the Act from time to time. |
| Validity of votes given by proxy notwithstanding death of member etc. | 84. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, insanity, revocation or transfer shall have been received at the office of the Company before the meeting. |
| Chairman of the meeting to be sole judge of validity of any vote. | 84. (A) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. |

DIRECTORS

- | | |
|----------------------|--|
| Number of Directors. | 85. Subject to the provisions of Companies Act, 1956, the number of Directors shall not be less than three and unless otherwise determined by the Company in General Meeting by a Special Resolution more than twelve. |
|----------------------|--|

The **first Directors** of the Company shall be: -

- i) **Mr. HARDIK HEMENDRA SANGHVI**
- ii) **Mr. KUSHAL HEMENDRA SANGHVI**
- iii) **Mr. HEMENDRA DHIRAJLAL SANGHVI**

- | | |
|------------------------------------|---|
| Appointment of Alternate Director. | 86. The Directors may appoint any person to be an Alternate Director to act for a Director (hereafter called the “Original Director”) during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held, provided his name is recommended by the Original Director and such appointment shall have effect and such appointee whilst he holds office as an Alternate Director shall be entitled to notice of meetings of Directors and to attend and to vote thereat accordingly. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the Original |
|------------------------------------|---|

Director In whose place he has been appointed and shall vacate office, if and when the Original Director returns to the said State. If the term of office of the Original Director is determined before he so returns to the State as aforesaid any provisions in the Act or In these Articles for the automatic reappointment of a retiring Director in default of any other appointment shall apply to the Original Director and not to the Alternate Director.

- | | |
|--|--|
| Casual vacancy In the office of Directors. | 87. If the office of any Director is vacated before his term of office will expire in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date upto, which the Director in whose place he is appointed would have held office, if the vacancy had not occurred. |
| Appointment of Additional Directors. | 88. Subject to the provisions of Section 260, 284(6) and other applicable provisions (if any) of the Act, the Directors shall have power at any time and from time to time to appoint a person or persons as an Additional Director or Directors. Such Additional Directors shall hold office only upto the date of the next Annual General Meeting of the Company, but shall be eligible for re-election at that meeting as a Director, provided that the number of Directors and the Additional Directors together. shall not exceed the maximum strength fixed by the Board by Article 84 hereof. |
| Directors not required holding any qualification shares. | 89. The Directors shall not be required to hold any qualification shares. |
| Remuneration of Directors. | <p>90. Subject to the provisions of Section 198, 309, 310 and 311 of the Act, the remuneration payable to the Directors of the Company shall be as hereinafter provided.</p> <ol style="list-style-type: none"> (1) The maximum remuneration of a Director (other than managing or whole time Director, if any) for his survivors shall be such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board or of one or more Committee of the Board attended by him. The Directors including members of a Committee of Directors shall be paid such further remuneration if any, either on the basis of percentage of the net profits of the Company or otherwise as the Company in General Meeting shall by Special resolution from time to time determine. (2) The Board of Directors may in addition allow and pay to any Director who is not a bona-fide resident of the place where a meeting of the Board or Committee or a general meeting of the Company is held, and who shall come to that place for the purposes of attending the meeting, such sum as the Board may consider fair |

compensation for his travelling, hotel, boarding, lodging and other expenses incurred in attending or returning from meetings of the Board of Directors, or any Committee thereof or general Meetings of the Company.

- (3) Subject to the limitations provided by the Act and this article, if any Director shall be called upon to go or reside out of his usual place of residence on the Company's business or otherwise perform extra service outside the scope of his ordinary duties, the Board may arrange with such Director for such special remuneration for such service either by way of salary, commission, or the payment of a stated sum of money as they shall think fit, in addition to or in substitution of his remuneration above provided, and all the Directors shall be entitled to be paid or reimbursed or repaid any travelling, hotel and other expenses incurred or to be incurred in connection with the business of the Company and also to be reimbursed all fees for filling all documents which they may be required to file under the provisions of the Act.

Directors may act notwithstanding vacancy.

91. (1) The continuing Directors may act notwithstanding any vacancy in their body but subject to the provisions of the Act, if the number falls below the minimum number above fixed and notwithstanding the absence of quorum, the Directors may act for the purpose of filling up vacancies for summoning General meeting of the Company.
(2) If a director inform in writing to the company, he shall be deemed to have vacated the office of the directorship immediately.

Directors may contract with company.

92. Subject to the provisions of these Articles and the restrictions imposed by the Act and the observance and fulfillment thereof, no director shall be disqualified by his office from contracting with the Company for any purpose and in any capacity whatsoever Including either as vendor, purchaser, agent, broker underwriter of shares and debentures of the Company or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director, so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such director holding that office, or of the fiduciary relationship thereby established, but it is hereby declared that the nature of his interest must be disclosed by him as provided by Section 299 of the Act.

Directors may be Directors of companies promoted by the Company.

93. A Director of the Company may be, or become a Director of any Company promoted by the Company, or in which it may be interested as a Vendor or member and subject to the provisions of the Act and these Articles, no such Director shall be accountable for any benefits received as Director or member of such Company.

Loans to Directors.

94. Subject to the provisions of the Act, the Company may with the approval of the Board of Directors make loans to or give any

guarantee or provide any security in connection with a loan made by any other person to Directors and other employees.

- The Company may increase or reduce number of Directors.
95. Subject to the provisions of the Act and these Articles, the Company may by a special Resolution in General Meeting from time to time increase or reduce within the maximum limit permissible the number of Directors. Provided that any Increase in the number of Directors exceeding the limit in that behalf provided in the act shall not have any effect unless approved by the Central Government and shall become void if and so far it is disapproved by the government.

MEETINGS OF DIRECTORS

- Meeting of Directors.
96. (1) The Directors may meet together as a Board from time to time and shall so meet at least once in every three months and at least four such meetings shall be held every year, and they may adjourn and otherwise regulate their meetings as they deem fit. The provisions of this article shall not be deemed to be contravened merely by reason of the fact that meeting of the Board which has been called in compliance with the terms herein mentioned could not be held for want of quorum.

(2) The Company shall have the power to hold Board or Committee meeting through the means of video or tele-conferencing, and also allow Directors to participate in the Board or Committee meetings through the means of video or tele-conferencing, subject to applicable provisions, if any, of the Act and other regulatory provisions, if any, and all relevant articles dealing with Board or Committee meetings shall be read *mutatis mutandis*”.

- Notice for Meeting of Directors.
97. A Director may at any time and the Secretary upon the request of Director shall convene meeting of the Board of Directors. Notice of every meeting shall be given to every Director for the time being in India and at his usual address in India to every other Director. Notice of every meeting shall be sent by cable to such of the Directors as reside outside India even if they have alternates representing them in India.

- Quorum for Meeting of the Board.
98. Subject to the provisions of Section 287 of the Act, the quorum for a meeting of the Directors shall be one-third of the total strength of the Board of Directors, or two Directors, whichever is higher.

- Appointment of Chairman. 99. The Board shall elect one of its members to be the Chairman of the Board and the Board shall determine the period for which he is to hold such office.
- Who to preside at meeting of the Board. 100. All meetings of the Directors shall be presided over by the Chairman, if present, but if at any meeting of the Directors the Chairman be not present at the time appointed for holding the same then In that case, the Directors shall choose one of their number then present to preside at the meeting.
- Questions at Board Meeting how decided. 101. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman of the meeting, whether the Chairman appointed by virtue of these articles or the Director presiding at such meeting, shall have a second or casting vote in addition to the vote to which he may be otherwise entitled.
- Directors may appoint Committees. 102. Subject to the provisions of Sections 292 of the Act. the Directors may delegate any of their powers to committees consisting of such member or members of their body, as they think fit and they may from time to time revoke and discharge any such committee wither wholly or In part and wither as to persons or purposes; but every committee so formed shall, in the purposes-, but every committee so formed shall, in the exercise of the powers so delegated to it conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as of done by the Board.
- Meetings of Committees how to be convened. 103. The meeting and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions herein contained in respect of the meetings and proceedings of the Directors. so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
- Resolution by circular. 104.
 (1) A Resolution passed by circular without a meeting of the Board or a committee of the Board appointed under article 102 shall, subject to the provisions of sub-clause
 (2) hereof and the Act be as valid and effectual as a resolution duly passed at a meeting of the Board or of a committee duly called and held.

POWERS OF THE DIRECTORS

- | | | |
|-------------------|------|--|
| General Powers of | 105. | |
| Directors. | | <p>(1) Subject to the provisions of Sections 292, 293, 293A and all other applicable provisions of the Act and these Articles of the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do: Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Act or by the memorandum or these Articles or otherwise to be exercised or done by the Company in General Meeting, provided further that in exercising any such power or doing any such act or thing the board shall be subject to the provisions contained in that behalf In the Act or In the Memorandum or these Articles or in any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.</p> <p>(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.</p> |

MANAGING DIRECTOR OR MANAGING DIRECTORS OR WHOLETIME DIRECTOR OR WHOLETIME DIRECTORS

- | | | |
|---|------|---|
| Power to appoint Managing Directors and wholetime Director. | 106. | <p>Subject to the provisions of Sections 197A, 198, 267, 268, 269, 309, 310, 311, 314, 316 and 317 and other applicable provisions of the Act and of these Articles, the Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company for such term not exceeding five years at a time and subject to such conditions as they may think fit.</p> |
| What provisions the Managing and wholetime Directors shall be subject to. | 107. | <p>Subject to the provisions of the Act and of these articles, the Managing Director or Managing Directors or wholetime Director or wholetime Directors shall while he or they continue to hold that office, be subject to retirement by rotation, and he or they shall subject to the provisions of any contract between him or them and the company, be subject to the same provision at to resignation and removal as the other Directors of the Company and he or they shall ipso facto and immediately cease to be Managing Director or Managing Directors or wholetime Director or wholetime Directors If he or they cease to hold the office of Director from any cause.</p> |
| Remuneration of Managing | 108. | <p>The remuneration of the Managing Director or Managing Directors</p> |

Directors or and wholetime Directors. or Wholetime Director or Wholetime Directors (Subject to provisions of Sections 309 and other applicable provisions of the Act and of these Articles) shall be in accordance with the terms of his or their contract with the Company.

Powers, Duties of Managing Directors. 109. Subject to the provisions of the Act and to the terms of any Resolution of the company in General Meeting or of any Resolution of the Board and to the terms of any contract with him or them, the Managing Director or Managing Directors shall have substantial powers of Management subject to the superintendence, control and direction of the Board of Directors.

THE SEAL

Seal of the Company. 110. The Directors shall provide a seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute new Seal in lieu thereof, and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the Authority by Resolution of the Board or a committee of the Board previously given and in the presence of at least one Director of the Company and of the secretary or such other person as the Board or Committee there of may appoint for the purpose and that one Director and the Secretary or other persons as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. Any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding irregularly touching the authority of the Board or issue of the same. The Certificates of shares or debentures will be sealed in the manner and in conformity with the provisions of the Companies (Issue of Certificates) Rules, 1960 and their statutory modifications for the time being In force.

Seals Abroad. 111. The Company may exercise the powers conferred by Section 50 of the Act and such powers shall accordingly be vested in the Directors.

DIVIDENDS

Division of profits. 112. The profits of the Company, subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that any capital paid up or credited as paid up on a share during the period in respect of which a dividend is declared shall, unless the terms of Issue otherwise provide, only entitle the holder of such share to an apportioned amount of such dividend

proportionate to the capital from time to time paid up during such period on such share.

Capital paid up in advance at interest not to earn dividend. 113. Where capital is paid up in advance of calls upon the footing that the same shall carry interest such capital shall not whilst carrying interest confer a right to dividend or to participate in profits.

Dividends in proportion to amount paid up. 114. The Company may pay dividends in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid on some shares than on others.

The company in General Meeting may declare a dividend. 115. The Company in General Meeting may be ordinary resolution subject to the provisions of Section 205 and other applicable provisions of the Act, declare a dividend to be paid to the members according to their respective rights and interests in -the profits and subject thereto may fix the time for payment.

Powers of General Meeting to limit dividend. 116. No larger dividend shall be declared than Is recommended by the Directors but the Company in General Meeting may by an Ordinary Resolution declare smaller dividend. No dividend shall be payable except out of the profits of that year or any other undistributed profits of the Company, or otherwise than In accordance with the provisions of Sections 205, 205A. 206 and 207 of the Act and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

interim dividend. 117. Subject to the provisions of the Act and these Articles the Directors may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies.

Retention of Dividends until completion of transfer. 118. Subject to the provisions of the Act the Directors may retain the dividends payable upon any shares in respect of which any person is under Article 41 hereof. Entitled to become a member or which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same. The provisions of this Article shall apply to any interest created in share either by reason of transmission by operation of law or otherwise.

No member to receive whilst Indebted to the company and 119. Subject to the provisions of the act, no member shall be entitled to receive payment of any interest or dividend in respect of his share

- | | |
|---|--|
| company's right of reimbursement thereto. | or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise however either alone or jointly with any other person or persons, and the Directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company. |
| Right to dividend pending registration of transfer. | 120. Subject to the provisions of the Act transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. |
| Dividends now remitted. | 121. Unless otherwise directed any dividend may be paid by cheque, transfer of funds by instructions to Banks, bank draft or warrant sent through post to the Registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Every such cheque, instruction, bank draft or warrant lost in transmission or for any dividend lost to the member or other person entitled thereto by the forged endorsement of any cheque, instruction, bank draft or warrant or the fraudulent or improper recovery thereto by any other means. No unclaimed or unpaid dividend shall be forfeited by the Board unless the claim thereto becomes barred by law. |
| Dividend and call together. | 122. Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the members for such amount as the meeting fixes, but so that the call to each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may be set off against the call. |

RESERVES AND CAPITALISATION

- | | |
|-----------------|--|
| Reserves. | 123. The Board may, before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion either be employed in the business of the Company or as may be permitted by the Act, applied for payment out of dividend or be invested in such investments and in such manner as may be permitted by the Act and as the Board may from time to time think fit. |
| Capitalisation. | 124.

(1) Any General Meeting may resolve that any amounts standing to the credit of the Share premium Account, the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus |

monies arising from the realisation and where permitted by law, from the appreciation in value of any capital assets of the Company standing to the credit of the General Reserve, or any Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend) be capitalised:

(a) By the issue and distribution as fully paid up shares of the Company; or

(b) By crediting shares of the Company, which may have been issued and are not fully paid-up, with the whole or any part of the sum remaining unpaid thereon.

(2) Such issues and distribution under sub-clause (1) (a) above and such payment to credit of unpaid Share Capital under sub-clause (1) (b) above shall be made to among and in favour of the members or any class of them or any of them entitled thereto in accordance with their respective rights and interest and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under sub-clause (1) (a) or payment under sub-clause (1) (b) above shall be made on the footing that such members become entitled thereto as capital.

(3) The Directors shall give effect to any such resolution and apply such portion of the profits, General Reserve or Reserve fund or any other Fund or Account as aforesaid as may be required for the purposes of making payment in full for the shares of the Company so distributed under sub-clause (1) (a) above or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on the shares which may have been issued and are not fully paid up under sub clause (1) (b) above. Provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interests in the said capitalised sum.

(4) For the purposes of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that

cash payments to be made to any members on the footing of the value so fixed and vest any such cash or shares in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares and fractional certificates or otherwise as they may think fit.

- (5) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalisation may be effected by the distribution of further shares In respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares and the partly paid shares, the sum so applied on the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro-rata in proportion to the amount then already paid or credited as paid on the existing fully paid shares respectively.
- (6) When deemed requisite, a proper contract shall be filed in accordance with the act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

DOCUMENTS AND SERVICE OF DOCUMENTS

- | | |
|---|--|
| <p>Advertisements.</p> | <p>125. Subject to the provisions of the Act any document required to be served or sent by the Company on or to the members, or any of them, and not expressly provided for these presents shall be deemed to be duly served or sent if advertised once in one daily English and one daily Vernacular newspaper circulating in the district in which the Registered Office of the Company is situated.</p> |
| <p>Members bound by document given to previous members.</p> | <p>126. Every person who by operation of law, transfer. Other means whatsoever, shall become entitled to, any share shall be bound by every document in respect of such share which previously to his name and address being entered on the register, has been duly served on or sent to the person from whom he derives his title to such share.</p> |
| <p>Notice by company and signature thereto.</p> | <p>127. Any notice to be given by the Company shall be signed by the Managing Director or Secretary or by such Director or Officer as the Directors may appoint, and such signature may be written or</p> |

printed or reproduced in other form.

Service of notice on 128. All notices to be given on the part of the members to the Company shall be kept at or sent by cable or by post under certificate of posting or by registered post to the Registered Office of the Company or shall be left at the registered office of the Company.

RECONSTRUCTION

Reconstruction. 129. On any sale of the undertaking of the Company the Board or liquidator on a winding-up may, if authorised by a special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company. Whether incorporated in India or not, either then existing or to be formed for the purchase In whole or in part of the property of the Company, and the Board (if the profits of the Company permit) or the liquidator (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation, or vest the same in trustees for them, and any special Resolution may provide for the distribution or appropriation of cash, shares or other securities, benefit or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights In relation thereto, save only in case the Company Is proposed to be or in the course of being wound up, such statutory rights, if any, under section.494 of the Act as re incapable of being varied or executed by these Articles.

WINDING UP

Distribution of Assets. 130. If the Company shall wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively and if in a winding up, the assets available –for distribution among the members shall be more than sufficient to repay the whole of capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid-up the commencement of the winding up or which ought to have been paid

up on the shares held by hem respectively. But his Article is to be without prejudice to rights of the holders of shares issued upon special terms, and conditions.

Distribution of assets in 131.
specie of kind.

- (1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a Special Resolution but Subject to the rights attached to any preference share capital 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 liquidators. with the like sanction shall think fit.
- (2) 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, intimate to the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall, if practicable. Act accordingly.

SECRECY CLAUSE

secrecy clause.

132.

- (1) Every director, manger, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and in relation thereto and shall by such declaration pledge himself not to revel any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (2) No member shall be entitled to visit or inspect the Company's works without the permission of the directors or the Managing Director 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, or secret process, or which may relate to the conduct of the business of the Company and which

in the opinion of the Directors or the Managing Director it will be inexpedient in the Interest of the members of the Company to communicate to the public.

INDEMNITY AND RESPONSIBILITY

Directors and others rights to 133.
indemnity.

- (1) Subject to the provisions of Section 201 of the Act, every Director of the Company or the Managing Director, Manager, Secretary and other officer or employee of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them shall be the duty of the Directors out of the funds of the Company to pay all reasonable costs, losses and expenses (including travelling expenses) which any such Directors, Managing Director, Manager, Secretary or other officer or employee and the trustees (if any) for the time being acting in relation to any of the affairs of the company may incur or become liable to by reason of any contract entered into or any act, deed or thing one or omitted to be done by him as such Director, Officer, employee or trustee or in any way in the discharge of his duties except such as they may incur or sustain by or through their own negligence or default or misfeasance or breach of duty or breach of trust.
- (3) Subject as aforesaid every director, Managing Director, Manager, Secretary or other officer or employee of the Company or the Trustee (if any) for the time being acting in relation to any of the affairs of the Company, and every one of them shall be indemnified against any liability incurred by him defending any proceedings whether Civil or criminal, or in connection with any application under Section 833 of the Act in which relief is granted to him by the court.

Directors and others not responsible for acts of others.

Subject to the provisions of Section 201 of the Act, no Director, the Managing Director or other officer of the Company shall be liable for the acts, omissions, neglects or defaults of any Director or officer or for joining in any omission or other act or conformity, or for any loss or expenses suffered by the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for on behalf of the Company, or for 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 tortious act of any person, company or corporation, to whom any monies, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty, willful neglect, omission or default.

X. MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered into or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of this Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company between 10.00 a.m and 5.00 p.m, on any working day from the date of the Prospectus until the Issue Closing Date.

I. MATERIAL CONTRACTS:

1. Memorandum of Understanding dated 26 April,2013 entered into between our Company and Networth Stock Broking Ltd, Lead Manager to the Issue.
2. Memorandum of Understanding dated 03rd May,2013 entered into between our Company and Sharepro Services (I) Pvt Ltd, Registrar to the Issue.
3. Escrow Agreement dated 28th June,2013 between our Company, the LM, the Escrow Collection Bank and the Registrar to the Issue
4. Underwriting Agreement dated 29th April,2013 between our Company and the LM
5. Tripartite agreement dated 20th May, 2013 entered into between our Company, CDSL and Registrar to the Issue.
6. Tripartite agreement dated 7th June'2013 entered into between our Company, NSDL and Registrar to the Issue.
7. Market Making Agreement dated 29th April,2013 between our company, the LM and the Market Maker.

II. MATERIAL DOCUMENTS:

1. Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated 13.03.2013 issued to our company in the name of VCU Data Management Limited, by the Registrar of Companies, Maharashtra, Mumbai.
3. Certificate of Commencement dated 15/05/2013 issued to our company in the name of VCU Data Management Limited, by the Registrar of Companies, Maharashtra, Mumbai.
4. Resolution passed at the meeting of the Board of Directors held on 25/04/2013 and Special Resolution passed by the shareholders at the Extra Ordinary General Meeting of our Company held on 21/05/2013 pursuant to Section 81(1A) of the Companies Act, 1956

5. Consents in writing of Auditors, Banker to the Issue and Refund Banker , LM, Registrar to the Issue, Underwriter, Market Maker, Legal Advisor to the Issue, Directors of our Company, Company Secretary and Compliance Officer, as referred to, in their respective capacities.
6. Resolution passed at the meeting of the Board of Directors held on 24/06/2013 constituting various Committees of the Board
7. Audited Balance Sheet of the Company for the year ended March 31, 2013 & for period ended 31st May'13 and Audit Report dated 04th June'2013 issued by M/s S. D. Motta & Associates, Chartered Accountants and Statutory Auditors on the Financial Statement of the Company for the year ended Mar 31, 2013 & for period ended 31.05.2013 in terms of Part II of Schedule II of the Companies Act 1956 including capitalisation statement, taxation statement and accounting ratios.
8. Certificate dated 04/06/2013 issued by M/s. S. D. Motta & Associates, Chartered Accountants and Statutory Auditors of the Company regarding tax benefits accruing to the company and its shareholders.
9. Due Diligence Certificate dated 1st July,2013 received from Networth Stock Broking Ltd, Lead Manager.
10. Approval from BSE vide letter dated _____ to use the name of BSE in this offer document for listing of Equity Shares on the SME Platform of BSE
11. Related Party transactions – MOU signed between Company and VMukti Solutions Pvt. Ltd.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

XI. DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government of India or the SEBI (ICDR) Regulations, 2009 issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992, each as amended or the rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY:

Name & Designation	Signatures
Mr. Hardik Sanghvi, Chairman & M.D.	sd/-
Mr. Shripal Bafna, Executive Director	sd/-
Mr. Sanjay Vardhan, Executive Director	sd/-
Mr. Kushal Sanghvi, Executive Director	sd/-
Mr. Surendra Jaiswal, Independent Director	sd/-
Mr. Ashok Garg, Independent Director	sd/-
Mr. D P Shetty, Independent Director	sd/-
Mr. Gurpreet Singh Oberoi, Independent Director	sd/-

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:

Name & Designation	Signature
Ms. Vishakha K. Mehta - Company Secretary And Compliance Officer	sd/-

Place: Mumbai

Date:

