Dated: March 05, 2014

Please read Section 60 of the Companies Act, 1956

Fixed Price Issue



SHRI KRISHNA PRASADAM LIMITED

Our Company was originally incorporated on May 28, 2009, as "Shri Krishna Prasadam Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to "Shri Krishna Prasadam Limited" pursuant to a Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013 vide a Fresh Certificate of Incorporation consequent upon change of name dated December 24, 2013 issued by the Registrar of Companies, NCT of Delhi and Haryana. For details of the changes in our name and Registered Office, please refer to the section titled "General Information" on page 8 of this Prospectus.

Registered Office: 27/5 (Basement), East Patel Nagar, New Delhi - 110008. Tel. No. +91-11-25812714

Contact Person: Ms. Dashmeet Kaur, Company Secretary and Compliance Officer Email: shrikprasadam@gmail.com; Website: www.shrikrishnaprasadam.com

PROMOTERS OF THE COMPANY

Mr. Kulbhushan Parashar, Mrs. Harpreet Parashar, Kulbhushan Parashar HUF and KPCorp Consultants Private Limited

PUBLIC ISSUE OF 21,60,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT PAR, AGGREGATING TO RS. 216 LACS (THE "ISSUE") BY OUR COMPANY, OF WHICH 4,00,000 EQUITY SHARES OF RS. 10 EACH WOULD BE RESERVED FOR SUBSCRIPTION BY OUR PROMOTERS ("PROMOTERS' CONTRIBUTION") AND 1,10,000 EQUITY SHARES OF RS. 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE PROMOTERS' CONTRIBUTION AND THE MARKET MAKER RESERVATION PORTION i.e. ISSUE OF 16,50,000 EQUITY SHARES OF RS. 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 44.38% AND 33.90%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH.
THE ISSUE PRICE IS RS. 10 PER EQUITY SHARE AND IS 1 TIME THE FACE VALUE OF THE EQUITY SHARES

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (as amended from time to time)

For further details see "Issue Related Information" beginning on page 130 of this Prospectus.

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 137 of this Prospectus.

In case of delay, if any, in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is Rs. 10 per Equity Share. The issue price is 1 time of the face value. The Issue price (has been determined and justified by the Lead Manager and the issuer as stated under the paragraph on "Basis for Issue Price") should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer nor regarding the price at which the equity shares will be traded after listing.

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities 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 document. Specific attention of investors is invited to the statement of 'Risk factors' given on page number(s) x to xxii under the section 'General Risks'.

ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document 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 document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING ARRANGEMENTS

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of the BSE Limited ("BSE"). In terms of the Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this issue.

However, our company has received an approval letter dated March 03, 2014 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE



SOBHAGYA CAPITAL OPTIONS LIMITED

SEBI Regn. No.: MB/INM000008571

Regd. Off.: B-206, Okhla Industrial Area, Phase- I, New Delhi- 110020.

Tel. No.: +91-11-40777000 Fax No.: +91-11-40777069

Contact Person: Mr. Amit Kumar and Ms. Archana Sharma

Email id: delhi@sobhagyacap.com Website: www.sobhagyacapital.com



TOWARDS EXCELLENCE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

SEBI Regn. No.: INR000003241

Address: D-153A, Ist Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020

REGISTRAR TO THE ISSUE

Tel No: +91 11-64732681-88 Fax No: +91 11-26812683 Contact Person: Mr. Virender Rana Email: virenr@skylinerta.com Website: www.skylinerta.com

ISSUE PROGRAMME

ISSUE OPENS ON: TUESDAY, MARCH 11, 2014 IS

ISSUE CLOSES ON: FRIDAY, MARCH 14, 2014



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SECTION I- GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise requires, the terms and abbreviations stated herein shall have the meaning as assigned therewith.

TERM	DESCRIPTION
"We", "us", "our", "the Company"	Shri Krishna Prasadam Limited, a Public Limited Company
or "our Company" or "SKPL" or	incorporated under the Companies Act having its registered
"SKP" or "Shri Krishna Prasadam	office at 27/5 (Basement), East Patel Nagar, New Delhi -
Limited" or "the Issuer"	110008

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

TERM	DESCRIPTION
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
Act or Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and/or the provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through an official notification
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
Врра	Basis points per annum
BSE/ BSE SME	BSE Limited and includes the SME Platform of BSE
CAGR	Compounded Annual Growth Rate
CRAR	Capital to Risk Assets Ratio
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CFO	Chief Financial Officer
Depositories	NSDL and CDSL
CIT	Commissioner of Income Tax
Depositories Act	Depositories Act, 1996 as amended from time to time
DER	Debt Equity Ratio
DIN	Director Identification Number
DP ID	Depository Participant's identification
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
ECS	Electronic Clearing Service
EGM	Extraordinary General Meeting
EPS	Unless otherwise specified, Earnings Per Share, i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares during that fiscal year.
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
F&NG	Father and Natural Guardian
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder as amended from time to time



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FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time
FII(s)	Foreign Institutional Investors as defined under SEBI (Foreign Institutional Investor) Regulations, 1995 registered with SEBI under applicable laws in India
Financial Year/ Fiscal/ FY	Period of twelve months ended March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product
GoI / Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICSI	Institute of Company Secretaries Of India
IFRS	International Financial Reporting Standard
Income Tax Act	The Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
IT	Information Technology
ITES	Information Technology Enabled Services
JV	Joint Venture
Mn / mn	Million
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
N.A.	Not Applicable
NAV	Net Asset Value
NCT	National Capital Territory of Delhi
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
Non Institutional Investor/NII	An investor other than a retail individual investor and qualified institutional buyer



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OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of up to 60% by NRIs including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in this Issue
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Persons of Indian Origin
PLR	Prime Lending Rate
RBI	The Reserve Bank of India
RoC	Registrar of Companies, NCT of Delhi and Haryana, located at 4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.
RoE	Return on Equity
RoNW	Return on Net Worth
RoW	Rest of the World
Rs./INR	Indian Rupees
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
Sec.	Section
STT	Securities Transaction Tax
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
Stamp Act	The Indian Stamp Act, 1899
State Government	The Government of a State of India
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited and includes the SME Platform of BSE.
UIN	Unique Identification Number
US / USA	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI (Venture Capital Fund) Regulations, 1996, as amended from time to time

ISSUE RELATED TERMS

Terms	Description
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
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants

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Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Application Supported by Blocked Amount/ ASBA	Applications Supported by Blocked Amount (ASBA) means an application for subscribing to the Issue containing an authorisation to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked to the extent of the Application Amount.
ASBA Applicant	Prospective investors in this Issue who apply through the ASBA process.
ASBA Public Issue Account	A bank account of the Company, under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from the bank accounts of the ASBA Applicants.
Bankers to the Company	ICICI Bank Limited
Bankers to the Issue	HDFC Bank Limited
Basis of Allotment	The basis on which Equity Shares will be Allotted to Applicants under the Issue and which is described in "Issue Procedure" on page 137 of the Prospectus.
Business Day	Any day on which commercial banks in New Delhi are open for business
Controlling Branches	Such branches of the SCSB which coordinates with the Lead Managers, the Registrar to the Issue and the Stock Exchange
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	The BSE Limited
DP ID	Depository Participant's Identity
Draft Prospectus	The Draft Prospectus issued in accordance with the Companies Act and SEBI (ICDR) Regulations, 2009, filed with BSE.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares.
Equity Shares	Equity shares of the Company of Rs. 10 each unless otherwise specified.
Public Issue Account/Escrow Account	Account opened/to be opened with the Banker to the Issue 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/ Banker to the Issue Agreement	Agreement entered / to be entered into amongst the Company, Lead Manager, the Registrar, the Banker to the Issue 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 condition thereof.
Escrow Collection Bank(s)/ Collection Banks	The banks which are clearing members and registered with SEBI as Bankers to the Issue at which bank(s) the Escrow Account of the Company will be opened.
Issue / Issue Size / Initial Public Issue	The Public Issue of 21,60,000 Equity Shares of Rs. 10/- each at par aggregating to 2,16,00,000/- (Rupees Two Crore and Sixteen Lakhs Only) by Shri Krishna Prasadam Limited.
Issue Agreement	The agreement entered into on January 27, 2014 between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.



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Issue Period	The period between the Issue Opening Date and the Issue
	Closing Date inclusive of both days and during which
	prospective applicants can submit their applications.
Issue Price	The price at which the Equity Shares are being issued by our
	Company under this Prospectus being Rs. 10/
LM / Lead Manager	Lead Manager to the Issue, in this case being Sobhagya
,	Capital Options Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME
	Listing Agreement to be signed between our company and
	BSE for listing its shares on the SME Platform of BSE.
Market Maker Reservation Portion	The Reserved portion of 1,10,000 Equity shares of 10/- each
Market Maker Reservation Fortion	at par, aggregating to Rs. 11,00,000/- (Rupees Eleven Lacs
	Only) for the Designated Market Maker in the Initial Public
	Issue of Shri Krishna Prasadam Limited.
Not Tooms	
Net Issue	The Issue (excluding the Market Maker Reservation Portion)
	of 16,50,000 Equity Shares of Rs. 10/- each at par,
	aggregating to Rs. 1,65,00,000/- (Rupees One Crore Sixty
	Five Lacs Only) by Shri Krishna Prasadam Limited.
Net Proceeds	The Issue Proceeds less the Issue expenses. For further
	information about use of the Issue Proceeds and the Issue
	expenses see the section titled "Objects of the Issue" on
	page 27 of this Prospectus.
Non-Resident	A person resident outside India, as defined under FEMA and
	includes a Non Resident Indian.
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the
1100000000	Issue opening and closing dates and other information.
Promoters' Contribution	The Reserved portion of 4,00,000 Equity shares of 10/- each
Tromoters contribution	at par, aggregating to Rs. 40,00,000- (Rupees Forty Lacs
	Only) for subscription by the Promoters in the Initial Public
	Issue of Shri Krishna Prasadam Limited.
Dublic Icous Account	
Public Issue Account	Account opened with the Bankers to the Issue to receive
0 1:0 17 1:1 1: 1.0 / 0.70	monies from the Escrow Account on the Designated Date.
Qualified Institutional Buyers / QIBs	i. a mutual fund, venture capital fund and foreign
	venture capital investor registered with the Board;
	ii. a foreign institutional investor and sub-account
	(other than a sub-account which is a foreign
	corporate or foreign individual), registered with the
	Board;
	iii. a public financial institution as defined in section
	2(72) of the Companies Act, 2013;
	iv. a scheduled commercial bank;
	v. a multilateral and bilateral development financial
	institution;
	vi. a state industrial development corporation;
	vii. an insurance company registered with the Insurance
	Regulatory and Development Authority;
	viii. a provident fund with minimum corpus of twenty five
	crore rupees;
	ix. a pension fund with minimum corpus of twenty five
	crore rupees;
	x. 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;
	xi. insurance funds set up and managed by army, navy
	or air force of the Union of India;
	xii. insurance funds set up and managed by the
Defend Asses	Department of Posts, India;
Refund Account	Account opened / to be opened with a SEBI Registered
	Banker to the Issue from which the refunds of the whole or
	part of the Application Amount (excluding to the ASBA
	Applicants), if any, shall be made
	HDFC Bank Limited
Refund Bank	TIDI C Bank Limited



Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit, RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Issue	Registrar to the Issue, being Skyline Financial Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recogni sed-Intermediaries.
SEBI (ICDR) Regulations, 2009/ Regulations/SEBI Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.
SME Platform of BSE	The SME Platform of BSE which was approved by SEBI as an SME Exchange on September 27, 2011 for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations, 2009.

ISSUER RELATED TERMS

Term	Description
Articles or Articles of Association	Articles of Association of the Company
Board/ Board of Directors	Board of Directors of the Company or a committee constituted thereof
Director(s)	Directors on the Board of the Company, as may be appointed from time to time, unless otherwise specified.
Independent Peer Review Auditors	Goel Mintri & Associates, having their office at L-76, Ground Floor, Lajpat Nagar, New Delhi - 110024.
Key Management Personnel	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 61 of this Prospectus.
Memorandum or Memorandum of Association	The Memorandum of Association of the Company
Promoters	The Promoters of the Company namely, Mr. Kulbhushan Parashar, Mrs. Harpreet Parashar, Kulbhushan Parashar HUF and KPCorp Consultants Private Limited
Promoter Group	Unless the context otherwise specifies, refers to those entities mentioned in the section titled "Our Promoters and Promoter Group" on page 71 of this Prospectus
Registered Office	The registered office of the Company, located at 27/5 (Basement), East Patel Nagar, New Delhi – 110008
Statutory Auditors	The Statutory Auditor of the Company, namely, Mr. Rishi Arora, Chartered Accountant, having office at H-23A, Kalkaji (Basement) New Delhi 110019

TECHNICAL/ INDUSTRY RELATED TERMS

Term	Description
CAGR	Compound Annual Growth Rate.
CC	Commencement Certificate
Developable Area	The total area which we develop in each of our projects, including carpet area, common area, service and storage area, car parking and other open areas on which we may undertake any development
Efficiency Ratio	It is the ratio of the Internal Floor Area and Saleable Area. For the portion of project that has already been sold or leased, it is calculated on the basis of actual obligations of the respective owner or tenant. For the portion of project that has not been sold or leased, it



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	is based on management estimates subject to various factors, such as prevailing market conditions, location of the project and efficiency ratios achieved in portions of the project which have already been leased or sold.
FSI	Floor Space Index, which means the quotient of the ratio of the combined gross floor area of all floors, excepting areas specifically exempted, to the total area of the plot
Internal Floor Area	Internal floor area is fixed for our Completed projects. For our Ongoing and Planned projects, internal floor area is
	determined on the basis of maximum FSI and assuming maximum TDRs that can be utilized in the project (TDRs may not have been actually acquired by us at the time of this calculation).
IOA	Intimation of Approval
IOD	Intimation of Disapproval
LOI	Letter of Intent
NA Order	Non Agricultural Order
OC	Occupation Certificate
Occupancy Level	The combined Saleable Area of the occupied units of a project as a percentage of the total Saleable Area of the project available for lease
Planned/ Forthcoming Project	A project for which land or development rights have been acquired or a memorandum of understanding or an agreement to acquire or a joint development agreement has been executed, in each case, by us, either directly or indirectly, and preliminary management development plans are complete
Saleable Area	The part of the developable area relating to our economic interest in each property and for which the respective owner or tenant is obliged to pay or for which we estimate that respective owner or tenant will pay



PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from the restated financial statements of the Company, prepared in accordance with Indian GAAP and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, which are included in this Prospectus.

The fiscal year of the Company commences on April 1 of each year and ends on March 31 of the next year. All references to a particular fiscal year are to the 12 month period ended March 31 of that year.

There are significant differences between Indian GAAP and IFRS. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in "Risk Factors", "Business Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Basis for Issue Price" on pages x, 49, 109 and 33, respectively in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with Indian GAAP.

All references to "India" contained in this Prospectus are to the Republic of India.

In this Prospectus, any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off.

Industry and Market Data

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

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



FORWARD-LOOKING STATEMENTS

This Prospectus may contain certain "forward-looking statements". These forward looking statements can generally be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue", "will likely result", "contemplate", "seek to", "future", "goal", "should" or other words or phrases of similar import. Similarly, statements that describe the Company's objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with the Company's expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which the Company has its businesses and the Company's ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, its exposure to market risk, general economic and political conditions in India which have an impact on the Company's business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in Company's industry. Important factors that could cause actual results to differ materially from the Company's expectations include, among others:

- → General economic and business conditions in India and other countries.
- → Changes in political conditions in India;
- Regulatory changes relating to the agriculture and real estate sectors in India and our ability to respond to them.
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments.
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in tax exemption policies/availability or in other laws and regulations that apply to our industry;
- → Our dependence on key personnel;
- → Occurrence of natural disasters or calamities affecting our areas of operations;
- → A slowdown in economic growth in India;
- → Changes in the foreign exchange control regulations in India and Fluctuations in foreign exchange rates.
- → Any downgrading of India's debt rating by an independent agency.

For a further discussion of factors that could cause the Company's actual results to differ, see the sections titled "Risk Factors", "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages x, 49 and 109, respectively of this Prospectus.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. The Company, the Lead Managers, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the Company and the Lead Managers will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.



SECTION II- GENERAL RISKS

RISK FACTORS

RISK FACTORS ENVISAGED BY MANAGEMENT

An investment in Equity shares involves a high degree of risk. You should carefully consider all of the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares of the Company. If any of the following risks actually occur, the business, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and all or part of the investment may be lost. Unless otherwise stated in the relevant risk factors set below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The following risk factors have been determined on the basis of their materiality in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

INTERNAL RISK FACTORS - AGRO PRODUCTS TRADING BUSINESS

1. Significant fluctuations in the prices of agro commodities could affect our results of operations and financial condition

We are primarily engaged in trading of rice and agro commodities and any fluctuations in their price which we are not able to pass on to our customers could affect our results of operations and financial condition.

2. Our business is dependent on procurement of rice at competitive prices

The rice industry is an agro-based industry. Agro industry is mainly dependent upon climatic conditions and other factors such as availability of water, crop diseases. In case we are not able to procure the quality or quantity of the rice due to adverse climatic conditions, improper water management, crop disease etc. our profitability would be impacted adversely.

3. Improper storage and handling may cause damage to our stock

We store our inventory in our warehouse located at New Delhi. In the event the products are not appropriately stored and/or handled, it may affect its quality, which would impact our operations.

4. We are subject to risks associated with agro industry.

We are subject to risks associated with agro industry, such as spoilage, contamination, tampering or other adulteration of products, government regulation, including regulations regarding agro products etc.. These matters could adversely affect our business and operating results.

5. Selling price of rice depends largely on the prevailing market price

The wholesale price of rice has a significant impact on our profits. Rice is subject to price fluctuations due to weather, natural disasters, domestic and foreign trade policies, shifts in supply and demand and other factors beyond our control. Further, the rice industry in India is highly fragmented and the pricing power of individual companies is limited. As a result, any prolonged decrease in rice prices could have a material adverse impact on our Company and our results of operations.

Adverse weather conditions, including as a result of future climate change, may adversely affect the availability, quality and price of rice as well as our operations and operating results.

The agro based industry is highly impacted by adverse weather conditions. Since one of our



verticals is primarily based on agro industry, any adverse weather condition may impact our operating results and profitability.

Our rice trading business and its volume is based on availability of the rice that is supplied to us by third-parties. The yield of rice is dependent upon weather conditions, such as rainfall and prevailing temperatures, which can vary substantially. As such, unfavorable weather conditions have had and could in the future have a material adverse effect on our rice trading business.

Our operations also rely on dependable and efficient transportation services. A disruption in transportation services, as a result of weather conditions or otherwise, may also significantly adversely impact our operations.

Additionally, the potential physical impacts of climate change are uncertain and may vary by region. These potential effects could include changes in rainfall patterns, water shortages, changing sea levels, changing storm patterns and intensities, and changing temperature levels that could adversely impact our costs and business operations and the supply and demand for rice. These effects could be material to our results of operations, liquidity or capital resources.

7. We may be adversely affected by a shortage of rice or by high costs of rice.

Our Company is primarily engaged in trading of rice. Our ability to secure an adequate supply of rice depends on our ability to negotiate and maintain satisfactory supply contracts with third parties. A significant shortage of rice supply or increase in the cost of available rice would likely have an adverse effect on our business and financial performance.

8. We are subject to fluctuations in prices of rice caused by other factors outside of our control that could adversely affect our operating results.

Price of agricultural products are often volatile and sensitive to local and international changes in supply and demand caused by factors outside of our control, including government agriculture programs and policies, global inventory levels, weather and crop conditions and demand for and supply of agricultural products. These factors may cause volatility in our operating results.

INTERNAL RISK FACTORS -REAL ESTATE UNDERWRITING BUSINESS

9. The real estate market is cyclical and our one of our business verticals moves in direct relation to the Market and general global economic conditions.

The real estate market tends to be cyclical and typically is affected by changes in general economic conditions which are beyond our control. These conditions include short-term and long-term interest rates, inflation, fluctuations in debt and equity capital markets, levels of unemployment, consumer confidence and the general condition of India and the global economy. The real estate market also depends upon the strength of financial institutions, which are sensitive to changes in the general macroeconomic environment. Lack of available credit or lack of confidence in the financial sector could impact the residential real estate market, which in turn could materially and adversely affect our business, financial condition and results of operations.

10. We are Dependent on the Real Estate Industry, and Changes to that Industry, or Declines in the Real Estate Market or Increases in Mortgage Interest Rates, could effect our operations adversely.

Our financial prospects are significantly dependent on real estate industry. Any changes to the real estate industry, declines in the real estate market or increases in mortgage interest rates could effect our operations adversely.



11. Our business is susceptible to fluctuation in the real estate market which may have an adverse effect on our ability to generate revenue.

Our business depends substantially on the conditions of the real estate market. Demand for real estate has grown rapidly in the past decade but such growth is often accompanied by volatility in market conditions and fluctuations in real estate prices. Fluctuations in the real estate market may negatively impact our ability to generate revenue. If we are unable to generate revenue, we may have to cease operations.

12. We participate in a highly competitive market, and pressure from existing and new players may adversely affect our business and operating results.

The underwriting sector and the broking sector in real estate industry is highly competitive and fragmented. We compete with number of small and medium sized players operating in the real estate underwriting business. We compete to attract consumers for the residential and commercial property that are our product portfolio.

13. We may have to enter into agreements with real estate builders for carrying on our business operations.

The Company is primarily engaged in real estate underwriting business. In the course of its operations, the Company may have to enter into agreements with real estate developers or builders. These agreements might contain certain restrictive covenants, which might limit the operations of the Company resulting in decrease in the cash flows to the Company.

14. We may be unable to maintain or establish relationships with Real Estate Brokers, Builders etc., which could limit our operations.

The core area in which the Company operates is underwriting of real estate projects. If we are unable to maintain and establish relationships with the real estate brokers, Builders etc., our operations would be limited.

15. The lack of financing for property buyers in the Indian residential real estate market at favourable rates and on favourable terms could have a material adverse effect on our financial performance and results of operations.

Our business is significantly impacted by the availability of financing at favourable rates or on favourable terms for property buyers, which may be affected by government regulations and policies. Government policy and RBIs Monetary policies and rise in interest rates may impact the real estate industry including availability of finance for purchase of property.

Government policy on regulating the supply of money and credit in India, significantly affects the availability of financing at favourable rates and on favourable terms, which in turn affects the domestic real estate market. Policies of the Reserve Bank of India can affect interest rates available to potential property buyers. Further, we are affected by any rising interest rate environment. Changes in the Reserve Bank's policies, the interest rate environment and mortgage market are beyond our control, are difficult to predict and could restrict the availability of financing on reasonable terms for property buyers, which could have a material adverse effect on our business, results of operations and financial condition

While we are continuing to evaluate all aspects of the current state of legislation, regulations and policies affecting the domestic real estate market, we cannot predict whether or not such legislation, regulation and policies may result in increased down payment requirements, increased mortgage costs, and result in increased costs and potential litigation for housing market participants, any of which could have a material adverse effect on our financial condition and results of operations.

16. We may not be able to identify and acquire suitable residential and/or commercial properties at reasonable cost which may adversely affect our business and prospects.

Our future performance is dependent on our ability to identify and acquire suitable



residential and/or commercial properties at reasonable prices. Our ability to identify and acquire suitable properties is dependent on a number of factors that are beyond our control. These factors include the availability of suitable residential or commercial property, the willingness of developers to sell and/or assign property to us on terms acceptable to us, the ability to enter into an agreement with real estate developers, the availability and cost of financing, encumbrances on targeted property. Existence of these factors could adversely affect our business.

17. Our Company may enter into MoUs, Agreements to buy and similar agreements with real estate developers to acquire residential and/or commercial property, which entails certain risks.

Our Company may enter into and proposes to enter into future MoUs, agreements to buy and similar agreements with real estate developers to acquire title with respect to certain residential and/or commercial property. Since we do not acquire ownership with respect to such residential and/or commercial property upon the execution of such MoUs, as a result, our Company is subject to the risk that our Company may never acquire registration of title with respect to such residential and/or commercial property. Our Company may also be required to make partial payments to real estate developers to acquire certain residential and/or commercial property, which our Company may be unable to recover under certain circumstances. Our Company's inability to acquire such property, or failure on our part to recover partial payment made us with respect to property, may adversely affect our Company's business, financial condition and results of operation.

18. We require substantial capital for our business operations, and the failure to obtain additional financing in the form of debt or equity may adversely affect our ability to grow and our future profitability.

Our business is capital intensive, requiring substantial capital to acquire various residential and/or commercial properties. The actual amount and timing of our future capital requirements may also differ from estimates as a result of, among other things, unforeseen delays in acquiring suitable residential and/or commercial property, change in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources; we will be required to seek additional debt or equity financing. Additional financing could increase our cost, in case of debt, increase in interest cost and additional restrictive covenants and in case of equity, dilution of our earnings per share. We cannot assure that in future, we will be able to raise additional financing on acceptable terms in a timely manner or at all.

RISKS RELATING GENERALLY TO OUR BUSINESS

19. Delay in obtaining statutory registrations may adversely impact our business.

We are yet to receive certain Statutory Registrations for our warehouse. In the event we do not receive the registrations it may adversely impact our business operations.

20. We do not have any insurance coverage for protecting us against any material hazards.

At present, we do not have any insurance policy for protecting us against any material hazards. Any damage suffered by us in respect of any events would not be covered under any insurance and we would bear the effect of such losses.

21. We are using the trademark for which we have only permission to use.

The trademark does not belong exclusively to our Company. It is registered in the name of Mr. Kulbhushan Parashar, one of the Promoters of our Company. Mr. Kulbhushan Parashar has given permission to the Company to use the said trademark vide his letter



dated May 30, 2009.

Further, the trademark is registered in class 14, which pertains to 'Precious metals and their alloys and goods in precious metals or coated therewith, not included in other classes; jewelry, precious stones, horological and chronometric instruments, Rudraksh, Tulsi Mala, Religious Idols, Yantra'. However, the said trademark is not registered in the classes in which the Company currently operates. The management of the Company is in the process of filing the application with the Trademark Registry for registration of the said trademark in other classes as well. There is no assurance that the application for the registration of our trademark will be approved by the Trademarks Registry. In addition, the application may be opposed by third parties. If we are unable to obtain registration of our trademark, we may not be able to successfully enforce or protect our intellectual property rights with respect to the same and obtain statutory protections available under the Trade Mark Act, 1999, as otherwise available for registered marks. This could have a material adverse effect on our business, which in turn adversely affect our results of operations.

22. We have a limited operating history in an evolving industry, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

We have a limited operating history in an evolving industry that may not develop as expected. Assessing our business and future prospects is challenging in light of the risks and difficulties we may encounter.

23. Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and have not been independently appraised

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and have not been appraised by any bank or financial institution. Further, such estimates are based on market conditions and management expectations as of the date they were made. In view of the highly competitive nature of the industry in which we operate, we may have to revise our management estimates from time to time and consequently our funding requirements may also change.

24. 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, if any, to the BSE Limited and shall also simultaneously make the material deviations/adverse comments of the audit committee public.

25. The Company does not own its registered office and warehouse from which it operates.

The Company does not own the premises on which its registered office and warehouse is located. The registered office is being used by the Company in terms of lease deed dated December 16, 2013 and the warehouse is being used by the Company in terms of lease deed dated February 06, 2014. Further, both the Lease deeds are not registered as per the requirements of Section 17 of the Registration Act, 1908. For more information see "Business Overview" on page 49 of this Letter of Offer.

26. Our Promoters have interests other than reimbursement of expenses incurred or normal remuneration or benefits.



Corporate Capitalventures Private Limited, a Company belonging to the Promoter Group owns the premises where the warehouse of the Company is situated. The Company is paying a lease rental of Rs. 5,000 per month to the Lessors, in terms of Lease Agreement dated February 06, 2014, which is valid for a period of 11 months.

27. We need additional capital to develop our business. Without additional capital we may not be able to implement our business plan.

The continued development of our services will require the commitment of substantial resources to implement our business plan. In addition, substantial expenditures will be required to enable us to manage properties in the future. Currently, we have no established bank-financing arrangements. Therefore, it is likely we would need to seek additional financing through a subsequent future private offering of our equity securities, or through strategic partnerships and other arrangements with corporate partners.

We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favourable to us. The sale of additional equity securities will result in dilution to our shareholders. The occurrence of indebtedness would result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

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

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

29. We have been promoted by first generation entrepreneurs.

Our Promoters are first generation entrepreneurs. Their experience in managing and being instrumental in the growth of our company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth.

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

We have entered into related party transactions with our Promoters and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future.

For details of these transactions, please refer to section titled "Related Party Transactions" at page 97 of this Prospectus.

31. Our current Premises are located on a residential property which may be a cause of concern for the future of our Business

The premises on which the present registered office of the company is situated is located on a residential property. In the event that the state government takes any action against the Company in the form of a sealing order for the said property, it may adversely affect the operations of the Company.

Management Perception: The Company has entered into Agreement to Sell dated February 05, 2014, with Mastermind Real Estate Private Limited for purchase of Property located at Sector-64, Noida, Uttar Pradesh measuring 1000 sq feet comprising of first floor



and the underlying proportionate rights. In the event our present registered office is sealed due to action of government, we shall take steps to shift our registered office to the said property located at Noida.

RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS

32. Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 27% of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "Capital Structure" and "Our Promoters and Promoter Group" beginning on page 15 and 71 respectively, of this Prospectus.

33. Our Company has not paid dividends in the past. There is no guarantee that we will be able to pay dividends in the future.

Our Company has not paid any dividend (including any interim dividend) on its shares during the preceding 4 financial years and the stub period ending January 31, 2014. Further, our ability to pay dividends in the future will depend upon a variety of factors, including our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements, if any. As a result, we cannot assure you that we will make dividends of any particular amount, with any particular frequency or at all.

34. Any future issuance of Equity Shares may dilute your shareholdings, and sales of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an Indian Company are generally taxable in India. Any gain realized on the sale of listed Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12



months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India.

For more details, please refer to "Statement of Tax Benefits" on page 36 of this Prospectus.

36. We cannot assure you that our Equity Shares will be listed on the SME Platform of BSE in a timely manner or at all, which may restrict your ability to dispose of the Equity Shares.

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of our Equity Shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this Offer Document for listing our Equity Shares on the SME Platform of BSE Limited. Permission for listing of the Equity Shares will be granted only after the Equity Shares offered in this Issue have been allotted. Approval from BSE Limited will require all relevant documents authorizing the issuing of the Equity Shares to be submitted to it. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Further, certain procedural and regulatory requirements of SEBI and the Stock Exchanges are required to be completed before the Equity Shares are listed and trading commences. Trading in the Equity Shares is expected to commence within 12 Working Days from the Issue Closing Date. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining the approvals would restrict your ability to dispose off your Equity Shares.

37. 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. Amrapali Aadya Trading and Investment Private Limited is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled "General Information - Details of the Market Making Arrangement for this Issue" on page 11 of this Prospectus.

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

Subsequent to listing, our Company may be subject to a daily circuit breaker imposed on listed companies by the BSE, which does not allow transactions having crossed certain volatility limit in the price of its 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 Company's circuit breaker is set by the BSE based



on certain factors such as the historical volatility in the price and trading volume of the Equity Shares. The BSE is not required to inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker, if imposed, would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure that the shareholders will be able to sell the Equity Shares at desired prices.

EXTERNAL RISK FACTORS

39. A slowdown in economic growth in India could cause our business to suffer.

Our results of operations and financial condition are dependent on, and have been adversely affected by, conditions in financial markets in the global economy and, particularly in India. The Indian economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, business corruption, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, inflation, commodity and energy prices and various other factor Any slowdown in the Indian economy may adversely affect our business, financial condition, results of operations and the price of our Equity Shares.

40. Our business is heavily dependent on the performance of the real estate market in India and adverse developments in the real estate market could materially and adversely affect our business and financial condition.

Our business is heavily dependent on the performance of the real estate market in India, particularly in the regions in which we operate. Real estate market is very volatile as a result we could incur losses if we purchase the property at high prices and we have to dispose of the said property on unfavorable terms. Moreover the real estate market is significantly affected by various factors, including changes in government policies, economic conditions, growth and expansion plans of domestic and foreign businesses, demographic trends, employment and income levels and interest rates, among other factors. Further, the real estate market is relatively illiquid, due to factors such as high transaction costs and time lag for completed developments, which may limit our ability to respond promptly to market events.

41. Instability of economic policies and the political situation in India or elsewhere could adversely affect the fortunes of the industry.

There is no assurance that the liberalization policies of the government will continue in the future. Protests against privatization could slow down the pace of liberalization and deregulation. The Government of India plays an important role by regulating the policies governing the private sector over the past several years.

Unstable internal and international political environment could impact the economic performance in both the short term and the long term. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business, and the market price and liquidity of the Equity Shares, may be affected by changes in interest rates, changes in the Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

42. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities



and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, such as the attacks in Mumbai in November 2008 and in July 2011, may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

43. The occurrence of natural disasters may adversely affect our business, financial condition and results of operations.

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or results of operations. The potential impact of a natural disaster on our results of operations and financial position is speculative, and would depend on numerous factor The extent and severity of these natural disasters determines their effect on the Indian economy. Although the long term effect of diseases such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those countries in which they were most prevalent. An outbreak of a communicable disease in India would adversely affect our business and financial conditions and results of operations. We cannot assure you that such events will not occur in the future or that our business, financial condition and results of operations will not be adversely affected.

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

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

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

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

46. We have not independently verified certain data in this Prospectus.

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



These facts and other statistics include the facts and statistics included in "Summary of Industry" and "Industry Overview" on pages 1 and 44, respectively. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

47. Our business is heavily dependent on the availability of real estate financing in India. Difficult conditions in the global capital markets and the economy generally have affected and may continue to adversely affect our business and results of operations and may cause us to experience limited availability of funds.

The global credit markets have experienced, and may continue to experience significant liquidity disruptions. While we believe that the long-term outlook for the real estate market in India remains positive, in the near-term it is expected that the buyers of property will remain cautious, rentals of commercial properties will continue to face downward pressure and consumer sentiment and market spending will remain cautious. These factors could have a series of effects on our business, which may adversely affect the results of our operations and future growth or otherwise decrease revenue generated from some or all of our businesses. These effects include, but are not limited to, decreases in the sales of, or market rates for, residential development projects; decreases in rental or occupancy rates for commercial or retail properties; insolvency of key contractors resulting in construction delays; insolvency of key tenants in the commercial and retail properties; inability of customers to obtain credit to finance purchase of our properties and/or customer insolvencies.

In addition, changes in the global and Indian credit and financial markets have recently significantly diminished the availability of credit and led to an increase in the cost of financing. Stricter provisioning and risk weightage norms imposed by the RBI in relation to real estate loans by banks and housing finance companies could reduce the attractiveness and availability of property or developer financing and the RBI or the Government may take further measures designed to reduce credit to the real estate sector.

There can be no assurance that we will be able to raise finance at a reasonable cost. Further, our business could be adversely affected if the demand for, or supply of, real estate financing at attractive rates or terms were to diminish.

48. Our business and growth plan could be adversely affected by the changes in the rate of property taxes and stamp duties.

As a real estate underwriting company, we own property and are subject to the property tax regime in each state where our properties are located. These taxes could increase in the future, and new types of property taxes may be established which would increase our overall costs.

Likewise, the title documents are subject to payment of registration fees and stamp duty. If these duties increase, the cost of acquiring properties will rise, and sale values could also be affected.

49. Restrictions on External Commercial Borrowings in the Real Estate sector may hamper our ability to capital in future.

Under current external commercial borrowing guidelines of the Reserve Bank of India, external commercial borrowings cannot be raised for the real estate sector. Such regulatory restrictions limit our funding sources for our projects and constrain our ability to obtain financing on competitive terms.



50. The cyclical nature of the Indian real estate market could cause us to experience fluctuations in property values which may have an adverse effect on our financial condition.

Historically, the Indian real estate market has been cyclical, a phenomenon that can affect the optimal timing for both the acquisition and sale of properties by us. We cannot assure you that real estate market cyclicality will not continue to affect the Indian real estate market in the future. As a result, we may experience fluctuations in property values over time which in turn may adversely affect our business, financial condition and results of operations.

Prominent Notes:

- → Investors may contact the Lead Manager, in relation to any complaints, information or clarifications pertaining to the Issue.
- → The Company's net worth as of January 31, 2014, was Rs. 276.69 Lacs, as per its audited financial statements prepared under Indian GAAP. The net asset value per Equity Share as of January 31, 2014 was Rs. 10.22, as per its audited standalone financial statements in compliance with Indian GAAP.
- → Public Issue of 21,60,000 Equity Shares of Rs. 10/- each of Shri Krishna Prasadam Limited for cash at a price of Rs. 10 per fully paid up Equity Share aggregating Rs. 216 Lacs ("The Issue"). The issue will constitute 44.38% of the post issue paid up capital of the company. The Issue is a Fixed Price Issue.
- → The average cost of acquisition of Equity Shares of the Company by the Promoters which has been calculated by considering the weighted average cost paid by them to acquire the Equity Shares is as follows:

Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in Rs.)
Kulbhushan Parashar	1,89,030	9.83
Harpreet Parashar	66,060	10.25
Kulbhushan Parashar HUF	3,74,700	10.25
KPCorp Consultants Private Limited	2,71,600	10.25

- → For interest of our Group Companies/Promoters/Directors/Key Managerial Personnel and other ventures promoted by Promoters, please refer to section titled "Risk Factors", "Our Promoters and Promoter Group", "Our Management", Annexure of 'Related Party Transactions' in "Financial Information of our Company" beginning on page x, 71, 61, & 79 respectively.
- → For details of 'Related Party Transactions' during the last year, the nature of transaction and the cumulative value of transactions please refer to Annexure XVI of "Financial Information of our Company" on page 79.
- → Upon conversion of the Company from private limited to public limited, the name of the Company was changed to its present name "Shri Krishna Prasadam Limited" pursuant to a Shareholders' Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013. The object clause of the Memorandum of Association was changed pursuant to a Shareholders' Resolution passed at the Extra Ordinary General Meeting held on November 06, 2013 to carry on the current activities.
- → There are no financing arrangements whereby the Promoter group, the Directors of the Company which our promoter, our Directors and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately



preceding the date this Prospectus.

- → For more information on transactions in Equity Shares undertaken by the Company's Promoters and Group Entities, see "Capital Structure of the Company" beginning on page 15 of this Prospectus.
- → The Company has not issued any Equity Shares for consideration other than cash except for Bonus Shares by capitalization of its reserves as mentioned in the chapter of Capital Structure beginning on page 15 of this Prospectus.
- → Trading in the Equity Shares shall be in dematerialised form only.



SECTION III- INTRODUCTION

SUMMARY OF INDUSTRY OVERVIEW

The information in this section has been derived from publicly available sources, government publications and certain industry sources and has not been prepared or independently verified by the Company, the Lead Manager to the Issue or any of its affiliates or advisers connected with the Issue, and none of these parties makes any representation as to the accuracy of this information. Industry sources and publications referred to by us state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information. Statements in this section that are not statements of historical fact constitute "forward-looking statements". Such forward-looking statements are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially.

Global Economic Conditions

Global growth continues to be sluggish, as reflected in the downward revisions in projections by various international agencies. Notwithstanding a distinct improvement in growth in the advanced economies, as also some key emerging market and developing economies (EMDEs), new risks to global recovery have arisen from fiscal discord in the US and uncertainties arising from expectations related to withdrawal from unconventional monetary easing by advanced economies.

The global inflation remains benign with slack in labour markets, expected stable commodity prices on the back of improved capacities and receding geo-political risks.

Global financial markets got a breather with the Fed decision to maintain the pace of its bond purchases and its signal that the withdrawal of QE may take longer. However, financial markets could be disrupted again when the extraordinary monetary accommodation in the advanced economies is withdrawn.

Indian Economy: Macroeconomic Outlook

Indian economy has continued to slowdown for the third year in succession. In part, the slowdown is the result of global cyclical conditions that have resulted in most emerging markets and developing economies (EMDEs) slowing down. However, the slowdown has been exacerbated by domestic factors, a large part of which can be addressed through concerted policy actions and their implementation. Small but sustained policy steps can deliver growth back to the economy. Further productivity enhancements and containment of high wage inflation are possible by making labour markets more flexible and by improving human capital formation given the abundant labour supplies.

To recoup India's potential growth, first and foremost it will be necessary to secure macroeconomic stability as failure to do so can result in a lasting growth collapse. High persistent inflation is inimical to growth. Inflation based on CPI-IW has averaged 9.5 per cent for the last six years and the headline WPI inflation has averaged 8.6 per cent during the last three years. Such high inflation eroded real consumption, lowered savings, caused financial disintermediation, widened the current account gap and placed additional pressures for subsidised safety nets for the vulnerable population. Against this backdrop, monetary policy will have to tread a carefully charted course to support reasonable real interest rates and avert financial repression.

Growth has slackened to a 17-quarter low of 4.4 per cent during Q1 of 2013-14. On current reckoning, growth in 2013-14 is likely to stay at about the level of last year. After a slower H1, a modest recovery is likely in H2 of 2013-14. This is expected to come from a rebound in agricultural growth backed by a better than normal south-west monsoon and a pick-up in exports.

While the current account deficit (CAD) risks have receded somewhat, what is important for now is that monetary and fiscal policies retain focus on maintaining macroeconomic stability. Meanwhile, structural policy measures and ground-level actions could work to boost growth over the medium-term.



(Source: Macroeconomic and Monetary Developments Second Quarter Review 2013-14 issued by the Reserve Bank of India)

Agriculture Industry in India

Agriculture in India has a significant history. Today, India ranks second worldwide in farm output. Agriculture and allied sectors like forestry and logging accounted for 16.6% of the GDP in 2007, about 50% of the total workforce and despite a steady decline of its share in the GDP, is still demographically the broadest economic sector and plays a significant role in the overall social-economic development of India.

India is the largest producer in the world of fresh fruit, anise, fennel, badian, coriander, tropical fresh fruit, jute, pigeon peas, pulses, spices, millets, castor oil seed, sesame seeds, safflower seeds, lemons, limes, cow's milk, dry chillies and peppers, chick peas, cashew nuts, okra, ginger, turmeric guavas, mangoes, goat milk and buffalo milk and meat. India is also the largest producer of millets like Jowar Bajra and Ragi. It is second only to China in the production of rice. India is the 6th largest coffee producer in the world. It also has the world's largest cattle population (281 million).

Real Estate Industry in India

Introduction

Real estate in India continues to be a favoured destination globally for investors, developers and non-resident Indians (NRIs), driven largely by investor-friendly government policies and increasing globalisation. The second largest employment generation sector after agriculture, real estate contributes about 6.3 per cent to India's gross domestic product (GDP). The foreign direct investment (FDI) in the sector is expected to touch US\$ 25 billion in the next 10 years from its current US\$ 4 billion.

The sector's progress is driven by factors such as rapid urbanisation, a growing trend towards nuclear families, positive demographics, rural-urban migration, ever-developing infrastructure, higher income levels and housing demand. The real estate sector, with its growing investment opportunities, is expected to post annual revenues of US\$ 180 billion by 2020.

For further details, please refer to the chapter 'Industry Overview' on page 44 of this Prospectus.



SUMMARY OF BUSINESS OVERVIEW

Our Company was originally incorporated on May 28, 2009, as "Shri Krishna Prasadam Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to "Shri Krishna Prasadam Limited" pursuant to a Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013 vide a Fresh Certificate of Incorporation consequent upon change of name dated December 24, 2013 issued by the Registrar of Companies, NCT of Delhi and Haryana. The Corporate Identification Number of our company is U70200DL2009PLC190708.

Our Company started its operations in the year 2009 and was initially engaged in the business of manufacturing, exporting and supplying of gemstones, stone jewelry, rudraksha beads, shivlings, shri yantras, sphatik ganesh, rudraksha pendant, rudraksha mala, etc. in India.

However, in view of the market scenario and increase in the custom duty payable on Gold, the Board of Directors decided to alter the object clause of the Company in order to allow it to operate in areas such as real estate, consultancy services and agricultural activities. Accordingly, the Board of Directors of the Company, in their meeting held on October 08, 2013, resolved to amend the object clause of the memorandum of association.

Our Promoters are Mr. Kulbhushan Parashar, Mrs. Harpreet Parashar, Kulbhushan Parashar HUF and KPCorp Consultants Private Limited.

For further details, please refer to the chapter 'Business Overview' on page 49 of this Prospectus.



ISSUE DETAILS IN BRIEF

The details of the issue are as follows:

Details of Equity Shares offered:					
Public Issue	21,60,000 Equity Shares Rs. 10 each for cash at a price of Rs. 10 per equity share aggregating Rs. 216 Lacs.				
Of Which					
A) Promoters' Contribution	4,00,000 Equity Shares of Rs. 10 each for cash at a price of Rs. 10 per Equity Share aggregating Rs. 40 Lacs.				
B) Reserved for the Market Makers	1,10,000 Equity Shares of Rs. 10 each for cash at a price of Rs. 10 per Equity Share aggregating Rs. 11 Lacs.				
C) Net Issue to the Public	16,50,000 Equity Shares of Rs. 10 each for cash at a price of Rs. 10 per equity share aggregating Rs. 165 Lacs				
Of Which					
For Retail Individual Investors	Minimum of 8,30,000 Equity Shares of Rs. 10 each for cash at a price of Rs. 10 per equity share aggregating Rs. 83 Lacs				
For					
Individual applicants other than retail individual investors; and	8,20,000 Equity Shares of Rs. 10 each for cash at a price of Rs. 10 per equity share aggregating Rs. 82 Lacs				
Other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for.					
Due and Deet Icoue Equity Charge					
Pre and Post Issue Equity Shares Equity Shares outstanding prior to the Issue	27,07,190 Equity Shares of face value of Rs.10/-				
Equity Strates outstanding prior to the issue	each				
Equity Shares outstanding after the Issue	48,67,190 Equity Shares of face value of Rs.10/-each				
Use of Issue proceeds See the section titled "Objects of the Issue" on pause of the Issue Proceeds.	ge 27 of this Prospectus for information about the				

Kindly Note:

Under subscription, if any, in any category would be allowed to be met with spill over from any of the other categories, at the sole discretion of the Company, in consultation with the Lead Managers and the Designated Stock Exchange.

This issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to "Issue Structure" on page 135 of this Prospectus.



SUMMARY FINANCIAL AND OPERATING INFORMATION

The following tables set forth the summary financial information derived from the restated audited financial statements for the years ended March 31, 2009, 2010, 2011, 2012 and 2013 and for the four months period ended July 31, 2013 and prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009. The restated summary financial information presented below should be read in conjunction with the restated financial information included in the Prospectus, the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 109 of the Prospectus.

SUMMARY STATEMENT OF ASSETS AND LIABILITIES (AS RESTATED)

						Amount in Rs.
	Particulars				As at	
		31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
A	Non-Current Assets					
	Fixed Assets					
	Tangible Assets	95,055.71	64,151.00	89,907.00	47,133.00	65,708.00
	Intangible Assets	0.00	0.00	0.00	0.00	0.00
	Capital Work-in-Progress	0.00	0.00	0.00	0.00	0.00
	Intangible Assets under					
	development	0.00	0.00	0.00	0.00	0.00
	Non-Current Investments	0.00	0.00	0.00	0.00	0.00
	Deferred Tax Assets(net)	0.00	0.00	0.00	0.00	0.00
	Long-term Loans & Advances	15,075,000.00	0.00	0.00	0.00	0.00
	Other non-current assets	0.00	0.00	0.00	0.00	0.00
В	Current Assets					
	Current Investments	0.00	0.00	0.00	0.00	0.00
	Inventories	1,970,574.00	312,640.00	246,350.00	84,756.00	0.00
	Trade receivables	8,208,258.00	0.00	0.00	0.00	0.00
	Cash & Cash equivalent	7,393,157.46	441,789.01	423,079.93	203,225.12	55,497.42
	Short -term loans & advances	12,000.00	-		-	· -
	Other Current Assets	24,720.00	3,000.00	6,000.00	9,000.00	12,000.00
С	Total Asset(C=A+B)	32,778,765.17	821,580.01	765,336.93	344,114.12	133,205.42
D	Non-Current liabilities					
_	Long-term Borrowings	0.00	589,652.94	511,794.94	145,933.00	0.00
	Other long -term liabilities	0.00	0.00	0.00	0.00	0.00
	Long-term Provisions	0.00	0.00	0.00	0.00	0.00
	Deferred tax Liabilities(Net)	4,919.62	2,810.00	4,269.00	2,408.00	3,931.00
E	Current Liabilities					
_	Short-term Borrowings	0.00	0.00	0.00	0.00	0.00
	Trade payables	4,933,093.00	0.00	0.00	0.00	0.00
	Other Current Liabilities	20,352.00	14,758.00	34,312.00	16,000.00	5,000.00
	Short-term Provisions	151,716.95	6,517.00	18,105.00	21,847.00	4,783.00
	Short-term Provisions	131,/10.93	0,317.00	18,103.00	21,047.00	4,763.00
F	Total Liabilities(F=D+E)	5,110,081.57	613,737.94	568,480.94	186,188.00	13,714.00
	Net Worth(C-F)	27,668,683.60	207,842.07	196,855.99	157,926.12	119,491.42
	Net worth represented by					
G						
Ť	Share Capital	27,071,900.00	100,000,00	100,000.00	100,000,00	100,000.00
	Share Application Money pending	,2,500.00				
	Allotment	0.00	0.00	0.00	0.00	0.00
	Money received against Share	3.00	2.00	3.30	5.50	3.00
	Warrant	0.00	0.00	0.00	0.00	0.00
	Reserves & Surplus	596,783.60	107,842.07	96,855.99	57,926.12	19,491.42
	Total Shareholder's Fund	27,668,683.60	207,842.07	196,855.99	157,926.12	119,491.42



SUMMARY STATEMENT OF PROFITS AND LOSSES (AS RESTATED)

Particulars					Amount in Rs.
	For the Ten Months Period Ended	For the Year ended		Period from Incorporation date till March 31, 2010	
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	
Income from continuing Operations					
I. Revenue from operations					
- Turnover of Products	0.00	0.00	0.00	0.00	0.00
Processed/ Manufactured	16 100 010 00	2 224 725 22	1 262 725 22	607 604 00	105.000.00
- Turnover of Products Traded	16,480,010.00	2,001,796.00	1,360,735.00	687,624.00	485,960.00
- Job work Income	500,000.00	569,136.00	273,650.00	276,095.00	358,901.00
II.Other Income	0.00	0.00	0.00	0.00	0.00
III.Total revenue(I+II)	16,980,010.00	2,570,932.00	1,634,385.00	963,719.00	844,861.00
IV.Expenses					
Purchase/ Consumption of Processed/Traded	17,404,723.00	1,590,986.00	819,974.00	512,836.00	328,650.00
Goods					
(Increase)/ Decrease In Inventories of Finished	(1,657,934.00)	(66,290.00)	(161,594.00)	(84,756.00)	0.00
Goods, Work-In-Progress and Processed/Traded					
Goods					
Employee Benefits Expenses	293,000.00	610,750.00	610,340.00	345,056.00	427,700.00
Finance Cost	5,544.11	2,956.68	1,746.35	3,263.80	47.58
Depreciation and amortization expenses	22,575.29	28,756.00	15,716.00	21,575.00	17,622.00
Other expenses	414,281.00	387,409.24	289,306.78	106,985.50	42,636.00
Total expenses(IV)	16,482,189.40	2,554,567.92	1,575,489.13	904,960.30	816,655.58
V.Profit before tax from continuing	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
operations(III-IV)					
VI.Exceptional items	0.00	0.00	0.00	0.00	0.00
VII.Profit before extraordinary items and	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
VIII.Extra ordinary items	0.00	0.00	0.00	0.00	0.00
IX.Profit before tax(VII-VIII)	497,820.60	16,364.08	58,895.87	58,758,70	28,205.42
X.Tax Expenses/(Income)	+57,020.00	10,504.00	30,033.07	30,730.70	20,203.42
Current tax (MAT Payable)	151,716.95	6,837.00	18,105.00	21,847.00	4,783.00
Less: MAT Credit Entitlement	0.00	0.00	0.00	0.00	0.00
Net Current Tax Expenses	151,716.95	6,837.00	18,105,00	21,847.00	
Deferred tax charge /(credit)	2,109.62	(1,459.00)	1,861.00	(1,523.00)	3,931.00
Total tax expense	153,826.57	5,378.00	19,966.00	20,324.00	8,714.00
XI.Profit/(Loss) for the period after tax	343,994.03	10,986.08	38,929,87	38,434,70	19,491.42
from continuing operations	2 12/22 1122	==,=====	55,525.5	22, 12 111 2	
XII. Profit/(loss) from discontinuing operations	0.00	0.00	0.00	0.00	0.00
XIII.Tax expenses of discontinuing operations	0.00	0.00	0.00	0.00	0.00
XIV.Profit for the period	343,994.03	10,986.08	38,929.87	38,434.70	19,491.42



SUMMARY STATEMENT OF CASH FLOW:

Particulars					Amount in Rs.
	For the Ten Months Period Ended	For the year ended			Period from Incorporation
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	date till March 31, 2010
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before taxation from continuing operations (as	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
restated)	0.00	0.00	0.00	0.00	0.00
Net profit before taxation from discontinued operations (as restated)	0.00	0.00	0.00	0.00	0.00
Non cash adjustments to reconcile profit before tax	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
to net cash flows Depreciation and amortisation expense	22,575.29	28,756.00	15,716.00	21,575.00	17,622.00
Interest	0.00	0.00	0.00	0.00	0.00
Operating profit before working capital changes (as	520,395.89	45,120,08	74,611.87	80,333.70	45,827,42
restated)	320,333.03	45,120.00	74,011.07	00,555.70	43,027.42
Movements in Working Capital					
Adjustments for (Increase)/Decrease in Operating Assets					
Trade receivables	(8,208,258.00)	0.00	0.00	0.00	0.00
Inventories	(1,657,934.00)	(66,290.00)	(161,594.00)	(84,756.00)	-
Short term Loans & Advances	(12,000.00)	0.00	0.00	0.00	0.00
Other Current Assets	(24,720.00)	0.00	0.00	0.00	0.00
Adjustments for Increase /(Decrease) in Operating					
Liabilities Current Liabilities and Provisions	5,594.00	(19,554.00)	18,312.00	11,000.00	5,000.00
Trade & Other Payable	4,933,093.00	0.00	0.00	0.00	0.00
Intt. Payable	4,933,093.00	0.00	0.00	0.00	0.00
Cash flow from operations	(4,443,829.11)	(40,723.92)	(68,670.13)	6,577.70	50,827.42
LESS: Provision for Tax(As per MAT)	0.00	0.00	0.00	0.00	0.00
LESS:Taxes	(6,517.00)	(18,425.00)	(21,847.00)	(4,783.00)	0.00
Net Cash generated from operating activities(A)	(4,450,346.11)	(59,148.92)	(90,517.13)	1,794.70	50,827.42
- ' - ' - ' - ' - ' - ' - ' - ' - ' - '	(1,100,0101000)	(00)=1010=)	(00,000)		55,52111
B. CASH FLOW FROM INVESTING ACTIVITIES	(50, 100, 00)	_	0.00	2.22	
Purchase of fixed assets	(50,480.00)	0.00	0.00 -55490.00	0.00	0.00
Investment sold/(Purchased) Premium on Investment	0.00	0.00	-55490.00	0.00	
Interest Received	0.00	0.00	0.00	0.00	
Proceeds from Sale of Fixed Assets	0.00	0.00	0.00	0.00	
Dividend Received	0.00	0.00	0.00	0.00	0.00
Net cash used in investing activities(B)	(50,480.00)	- 0.00	(55,490.00)	- 0.00	(80,330.00)
C. CASH FLOW FROM /(USED IN) FINANCING	(30,700.00)	-	(33,430.00)		(55,555.00)
ACTIVITIES					
Proceeds from Issue of Shares	27,116,847.50	0.00	0.00	0.00	100000.00
Long term Loans and Advance	(15,075,000.00)	77,858.00	365861.94	145933.00	
Repayment of Long Term Borrowings	(589,652.94)	0.00	0.00	0.00	0.00
Net Decrease in other Borrowings	0.00	0.00	0.00	0.00	
Preliminary Expenses incurred	0.00	0.00	0.00	0.00	-15000.00
Net cash generated from/(used in) financing activities (C)	11,452,194.56	77,858.00	365,861.94	145,933.00	85,000.00
Net increase/(decrease) in cash and cash	6,951,368.45	18,709.08	219,854.81	147,727.70	55,497.42
equivalents (A + B + C) Cash and cash equivalents at the beginning of the	441,789.01	423,079.93	203,225.12	55,497.42	
vear Cash and cash equivalents at the end of the year	7,393,157.46	441,789.01	423,079.93	203,225.12	55,497.42
•			•	· ·	•

Notes:

- 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3' Cash Flow Statement'.
- 2. Previous year's figures have been regrouped / rearranged /recasted wherever necessary to make them comparable with those of current year.
- 3. Figures in brackets indicate cash outflow.



GENERAL INFORMATION

Incorporation

Our Company was originally incorporated on May 28, 2009, as "Shri Krishna Prasadam Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to "Shri Krishna Prasadam Limited" pursuant to a Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013 vide a Fresh Certificate of Incorporation consequent upon change of name dated December 24, 2013, issued by the Registrar of Companies, NCT of Delhi and Haryana.

Registered Office of the Company:

27/5 (Basement), East Patel Nagar, New Delhi - 110008.

Tel. No. +91-11- 25812714

Email: shrikprasadam@gmail.com

Website: www.shrikrishnaprasadam.com

CIN: U70200DL2009PLC190708

Registrar of Companies: Registrar of Companies, NCT of Delhi and Haryana, located at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.

Changes in the Registered Office since incorporation: At the time of incorporation, the registered office of our Company was situated at 412, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065.

Following are the changes in the registered office of our Company since incorporation:

Date of	Det	Reason for	
Change	From	То	change
January 01, 2010	412, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065	412A, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065	For operational convenience.
September 11, 2013	412A, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065	2/11B, Basement, Jangpura, Block A, New Delhi – 110020	For operational convenience.
December 16, 2013	2/11B, Basement, Jangpura, Block A, New Delhi – 110020	27/5 (Basement), East Patel Nagar, New Delhi - 110008	For operational convenience.

Board of Directors

Name, Fathers' name Designation, Status, Experience, Occupation, Address	Age (In Years)	Qualifications	DIN	Details of directorships in other companies
Kulbhushan Parashar, (S/o: Shri Jagdish Prasad Sharma)	28 Years	Company Secretary	02608369	Corporate Capitalventures Private Limited
Designation: Whole Time Director				2. Electra (Jaipur) Limited 3. KPCorp
Status: Promoter Director				Consultants Private Limited
Experience: 7 years				Private Limited
Occupation: Business				
Address: C-214, Second Floor, Paryavaran Complex, Said-Ul- Ajab, Near Garden of Five Senses, New Delhi – 110030				



Name, Fathers' name Designation, Status, Experience, Occupation, Address	Age (In Years)	Qualifications	DIN	Details of directorships in other companies
Ramesh Kashyap, (S/o: Shri Ram Bali) Designation: Director Status: Independent Director	65 Years	B.A., Degree in Electro Homoeopathy	05341665	Renin Construction And Consultancy Private Limited
Experience: 40 years Occupation: Practicing Homoeopath Doctor Address: Sethianwali Gali, G.T Road, Beas, Tehsil Baba Bakala, Amritsar - 143201,				
Punjab Arun Saldi, (S/o: Shri Tarakki Lal Saldi) Designation: Director Status: Independent Director Experience: 19 years Occupation: Practicing Chartered Accountant Address: H No. 1533, Sector 7, Chandigarh – 160019	44 years	Chartered Accountant	03213230	Aims Lifesciences Limited Aims Biomedic Limited Target Sports Limited

The brief details of the Managing Directors, Whole Time Directors, etc.

KULBHUSHAN PARASHAR, WHOLE TIME DIRECTOR

Mr. Kulbhushan Parashar, aged about 28 years, is the Whole Time Director of the Company. He is a graduate in commerce and an Associate Member of the Institute of Company Secretaries of India. Mr. Parashar has more than 7 years of experience in Finance, Investment, Accountancy, Taxation and Consultancy.

He is responsible for overall planning and management of the Company. He has been on the Board of Directors of the Company since its inception.

COMPANY SECRETARY and COMPLIANCE OFFICER

Ms. Dashmeet Kaur

Shri Krishna Prasadam Limited 27/5 (Basement), East Patel Nagar, New Delhi - 110008 Tel. No. +91-11-25812714

Email: shrikprasadam@gmail.com

Website: www.shrikrishnaprasadam.com

Investors can contact the Compliance Officer and /or the Registrar to the Issue and / or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allocation, credit of allotted shares in the respective beneficiary account or refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the designated branch of the relevant SCSB where the Application Form was submitted.



LEGAL ADVISOR TO THE ISSUE

Legal Needs

Ch. No. F-724, F-Block

Karkardooma Courts, Delhi - 110032

Phone: 9810266289

Email: legalneedsindia@gmail.com Contact Person: Mr. Rakesh K. Gupta

BANKERS TO THE COMPANY

ICICI Bank Limited

D-138, East of Kailash New Delhi - 110019

Phone: +91-11-46500472; Fax: +91-11-46500493

Email: shashank.si@icicibank.com Contact Person: Mr. Shashank Singh

LEAD MANAGER TO THE ISSUE

Sobhagya Capital Options Limited

B-206, Okhla Industrial Area, Phase-I

New Delhi-110020

Phone: +91-11-40777000 Fax: +91-11-40777069

Email: delhi@sobhagyacap.com Website: www.sobhagyacapital.com

Contact Person: Mr. Amit Kumar and Ms. Archana Sharma

SEBI Registration No.: MB/INM000008571

REGISTRAR TO THE ISSUE

Skyline Financial Services Private Limited

D-153A, Ist Floor, Okhla Industrial Area

Phase-I, New Delhi - 110020 Tel No.: +91 11-64732681-88 Fax No.: +91 11-26812683

Contact Person: Mr. Virender Rana Email id: virenr@skylinerta.com Website: www.skylinerta.com SEBI Regn. No.: INR000003241

BANKERS TO THE ISSUE AND ESCROW COLLECTION BANKS

HDFC Bank Limited

FIG - OPS Department, Lodha, I Think Techno Campus,

O-3, Level, Next to Kanjurmarg Railway Station,

Kanjurmarg (East), Mumbai - 400042

Tel No.: +91 22-30752928
Fax No.: +91 22-25799801
Contact Person: Mr. Uday Dixit
Email id: uday.dixit@hdfcbank.com
Website: www.hdfcbank.com
SEBI Regn. No.: INBI00000063

REFUND BANK

HDFC Bank Limited

FIG - OPS Department, Lodha, I Think Techno Campus,

O-3, Level, Next to Kanjurmarg Railway Station,

Kanjurmarg (East), Mumbai - 400042

Tel No.: +91 22-30752928
Fax No.: +91 22-25799801
Contact Person: Mr. Uday Dixit
Email id: uday.dixit@hdfcbank.com
Website: www.hdfcbank.com

SEBI Regn. No.: INBI00000063



BROKERS TO THE ISSUE

All members of the recognized Stock Exchanges would be eligible to act as Brokers to the Issue.

SELF CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as an SCSB for the ASBA Process are provided on the website of SEBI. For details on designated branches of SCSBs collecting the ASBA Form, please refer to the SEBI link mentioned in the section 'Issue Related Terms' beginning on page no. iii of this Prospectus.

STATUTORY AUDITOR TO THE COMPANY

Rishi Arora, Chartered Accountant

H-23A, Kalkaji (Basement), New Delhi 110019

Tel: +91-11-41033000

Email: rishiarora.jns@gmail.com Contact Person: Mr. Rishi Arora

INDEPENDENT AUDITOR HAVING A VALID PEER REVIEW CERTIFICATE

Goel Mintri & Associates

L-76, Ground Floor, Lajpat Nagar – II, New Delhi - 110024

Tel: 011-29814444, 46524140 Email: sanjaygoelca@hotmail.com Contact Person: Mr. Sanjay Goel

Goel Mintri & Associates holds a peer review certificate dated May 04, 2012 issued by the Institute of Chartered Accountants of India.

MARKET MAKER

Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager have entered into a tripartite agreement dated January 27, 2014, with the following Market Maker, duly registered with BSE Limited to fulfill the obligations of Market Making:

Name:Amrapali Aadya Trading and Investment Private LimitedAddress:13 Vaishali, Lala Jaagatnarajn Marg, Pitampura, New Delhi – 110034Tel No.:011- 47060600-601Fax No.:011-27311022Email:sanjeeva@aadya.inContact PersonMr. Sanjeeva Kumar SinhaSEBI Registration No:INB011183432

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

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The minimum depth of the quote shall be 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(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) There would not be more than five Market Makers for a scrip at any point of time and the



Market Makers may compete with other Market Makers for better quotes to the investors.

- 5) 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.
- 6) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 7) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Stock Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 8) The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker 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 condition that the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

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

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

- 11) **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

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



NOMINATED INVESTOR

There are no Nominated Investors for this issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Not Applicable

CREDIT RATING

This being a public issue of equity shares, no credit rating is required.

IPO GRADING

Since the Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of appointing an IPO Grading agency.

EXPERTS

Except for the Statement of Tax Benefits dated February 05, 2014 by Mr. Rishi Arora, Chartered Accountant and the Auditors' Report dated February 05, 2014, by Independent Peer Review Certified Auditor M/s Goel Mintri & Associates, the Company has not obtained any expert opinions.

TRUSTEES

This being 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 Crore. Since the Issue size is only of Rs. 2.16 Crore, our Company has not appointed any monitoring agency for this Issue. However, in case such an agency is appointed such agency shall file the monitoring report with the issuer company and not with SEBI, so as to enable the Company to place the report before its Audit committee.

Further, as per the Clause 52 of the SME Listing Agreement to be entered into with BSE upon listing of the equity shares and the corporate governance requirements, the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

APPRAISER

The project has not been appraised by any external agency and is based upon Management Estimates

BOOK BUILDING PROCESS

This issue is not being made through the Book-Building Process

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue any time after the Issue Opening Date but before the Board meeting for Allotment of Equity Shares. In such an event, our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to BSE and the Lead Manager. Thereafter, the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the ASBA Account within one Working Day from the date of such notification.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall be required to file a fresh Prospectus.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment and the final RoC approval of the Prospectus.



ISSUE PROGRAMME

ISSUE OPENS ON	TUESDAY, MARCH 11, 2014
ISSUE CLOSES ON	FRIDAY, MARCH 14, 2014

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays).

UNDERWRITING AGREEMENT

Our Company has entered into an Underwriting Agreement dated February 22, 2014, with the Underwriters for the Equity Shares proposed to be offered through the Issue. Pursuant to the terms of the Underwriting Agreement, the Lead Manager shall be responsible for bringing in the amount devolved in the event the issue remains undersubscribed. Pursuant to the terms of the said Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions, as specified therein. The Issue has been 100% underwritten.

The Underwriter has indicated its intention to underwrite the following number of Equity Shares:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. in lacs)	Percentage of the Total Issue Size Underwritten
Sobhagya Capital Options Limited Regd. Off.: B-206, Okhla Industrial Area, Phase- I, New Delhi- 110020. Tel. No.: +91-11-40777000 Fax No.: +91-11- 40777069 Email: delhi@sobhagyacap.com	21,60,000	Rs. 216.00	100%

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



CAPITAL STRUCTURE OF THE COMPANY

Share capital of our Company as at the date of filing of this Prospectus with BSE is set forth below:

(Rs. in lacs, except share data)

Share Capital		Aggregate Value at Issue Price
(A) Authorized Share Capital		
50,00,000 Equity Shares of Rs.10 each	500.00	
(B) Issued, Subscribed and Paid-Up Capital before the Issue		
27,07,190 Equity Shares of Rs.10 each fully paid up	270.72	
(C) Present Issue in terms of the Prospectus #		
21,60,000 Equity Shares of Rs.10 each fully paid up	216.00	216.00
Comprising of:	210.00	210.00
Promoters' Contribution: 4,00,000 Equity Shares of Rs.10 each fully paid up		
Market Maker Portion: 1,00,000 Equity Shares of Rs.10 each fully paid up		
Net Issue to Public : 1,65,000 Equity Shares of Rs.10 each fully paid up		
(D) Paid up Equity Capital after the Issue		
48,67,190 Equity Shares of Rs.10 each fully paid up	486.72	
(E) Securities Premium Account		I
Before the Issue		1.45
After the Issue		1.45

[#] The present Issue has been authorized by the Board of Directors pursuant to a resolution passed at its meeting held on January 01, 2014 and by the shareholders of the Company pursuant to a resolution dated January 25, 2014 under Section 81(1A) of the Companies Act.

For further details, please refer to the section titled "Issue Procedure" on page 137 of the Prospectus.

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

The details of increase and change in authorized share capital of our Company after the date of incorporation till filling of the Prospectus with BSE is as follows:

Date of change	Nature of increase/change	Number of Shares	Face Value	Nature of Instrument	Cumulative authorized Share Capital (In Rs.)
Incorporation	Initial Capital	10,000	10	Equity	1,00,000



Date of change	Nature of increase/change	Number of Shares	Face Value	Nature of Instrument	Cumulative authorized Share Capital (In Rs.)
November 11, 2013	Increase in Authorized Share Capital	49,90,000	10	Equity	5,00,00,000
	(Increase in Equity Share Capital by Rs. 499 Lacs divided into 49.9 Lac Equity Shares of Rs. 10 each)				

Notes to Capital Structure:

1. Details of the existing Equity share capital of our Company

Date of Allotment of Shares	Number of Shares	Type of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Payment	Nature of Issue and reason of allotment	Cumulative No. of Equity Shares	Cumulative Equity paid up share capital (In Rs.)	Cumulative share premium (In Rs.)
Incorporation May 28, 2009	10,000	Equity	10.00	10.00	Cash	Initial Allotment	10,000	1,00,000	0
December 12, 2013	40,000	Equity	10.00	20.50	Cash	Preferential Allotment	50,000	5,00,000	4,20,000
December 31, 2013	4,44,660	Equity	10.00	20.50	Cash	Preferential Allotment	4,94,660	49,46,600	50,88,930
January 29, 2014	8,58,935	Equity	10.00	20.5	Cash	Preferential Allotment	13,53,595	1,35,35,950	1,41,07,748
January 31, 2014	13,53,595	Equity	10.00	Not Applicable	Cash	Bonus Issue in the ratio of 1:1	27,07,190	2,70,71,900	1,44,948#

[#] As on January 31, 2014, Company has issued bonus shares to the existing shareholders of the Company in the ratio of 1:1 by way of capitalization of securities premium. Further an expenses of Rs. 4,26,850, being in the nature of issue expenses on account of increase in authorized share capital has been written off against the securities premium in terms of section 78 of Companies Act, 1956.

2. **Details of Equity shares allotted** for consideration other than cash are provided in the following table:

Date of Allotment	Number of the Allottee	No of Equity Share allotted	Face Value (Rs.)	Issue Price (Rs.)	Reason for allotment
January 31, 2014	Equity Shareholders of the Company	13,53,595	10.00	Nil	Bonus Issue in the ratio of 1:1 to the Shareholders of the Company.

- 3. There will be no further issue of Equity Shares, 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 have been listed.
- 4. At present we do not have any proposals or intentions, negotiations and considerations to alter the capital structure by way of split or consolidation of the denomination of the shares, or issue of Equity Shares on a preferential basis or issue of bonus or rights or further public issue



of Equity Shares or qualified institutions placement, within a period of six months from the date of opening of the present issue.

5. **Details of Shareholding of the Promoters**

Date of Allotment/ Acquisition	Nature of Issue & reason for allotment	No. of Equity Shares		Issue/ acquisition Price (Rs.)	Consideration	Date when the shares were made fully paid up	Percentag e of Pre Issue capital	Percenta ge of Post Issue capital	Lock in period, if any as per terms of issue	Number of Pledged shares	Percent age of Pledged shares to Total Pre issue Holding
Mr. Kulbhush	an Parashar										
May 28, 2009	Subscriber to Memorandu m	7,500	10	10	Cash	The shares were issued as fully paid up shares	0.28%	0.15%	Nil	0	0.00%
December 12, 2013	Further Issue of Shares	25,000	10	20.5	Cash	The shares were issued as fully paid up shares	0.92%	0.51%	Nil	0	0.00%
December 31, 2013	Further Issue of Shares	20,730	10	20.5	Cash	The shares were issued as fully paid up shares	0.77%	0.43%	Nil	0	0.00%
January 29, 2014	Further Issue of Shares	41,285	10	20.5	Cash	The shares were issued as fully paid up shares	1.53%	0.85%	Nil	0	0.00%
January 31, 2014	Bonus Issue in the ratio of 1:1	94,515	10	Not Applicable	Not Applicable	The shares were issued as fully paid up shares	3.49%	1.94%		0	0.00%
Total		1,89,030					6.98%	3.88%	Nil	0	0.00%
Mrs. Harpreet				1		I			· · · · · · · · · · · · · · · · · · ·		
August 08, 2013	Acquired through Transfer	2,500	10	20.5	Cash	The shares were issued as fully paid up shares	0.09%	0.05%	Nil	0	0.00%
December 31, 2013	Further Issue of Shares	20,730	10	20.5	Cash	The shares were issued as fully paid up shares	0.77%	0.43%	Nil	0	0.00%



Seminary 29, Further Issue 9,800 10 20.5 Cash The shares were issued as fully paid up shares 1.22% 0.68% 0.20% Nil 0	0.00% 0.00% 0.00%
December Stares Stares	0.00%
Total G6,060 C2,44% L36% Nil O	0.00%
December 31, 2013 Further Issue of Shares 50,000 10 20.5 Cash The shares were issued as fully paid up shares January 29, 2014 Further Issue of Shares 85,800 10 20.5 Cash The shares were issued as fully paid up shares January 31, 2014 Bonus Issue in the ratio of 1:1	
December 31, 2013 Further Issue of Shares 50,000 10 20.5 Cash The shares were issued as fully paid up shares January 29, 2014 Further Issue of Shares 85,800 10 20.5 Cash The shares were issued as fully paid up shares January 31, 2014 Bonus Issue in the ratio of 1:1	
January 29, Further Issue of Shares 85,800 10 20.5 Cash The shares were issued as fully paid up shares January 31, 2014 Bonus Issue in the ratio of 1:1 Not Applicable 1:1 Not Applicable issued as fully paid up shares Not Applicable Shares Shares Shares Were issued as fully paid up shares	0.00%
2014 in the ratio of 1:1 Applicable shares were issued as fully paid	
Shares Stares	0.00%
Total 2,71,600 10.03% 5.58% Nil 0	0.00%
Kullbhushan Parashar HUF	
December Further Issue of Shares 95,700 10 20.5 Cash The shares were issued as fully paid up shares	0.00%
January 29, Further Issue of Shares 91,650 10 20.5 Cash The shares were issued as fully paid up shares	0.00%
January 31, Bonus Issue in the ratio of 1:1 Bonus Issue in the ratio of 1:1 Not Applicable Not Applicable The shares were issued as fully paid up shares	0.00%
Total 3,74,700 13.84% 7.70% Nil 0	0.00%



6. Details of the aggregate shareholding of the promoter group

Name	Shareholding in Shri Krishna Prasadam Limited (In Nos.)
Promoters Group	
Promoters	
Kulbhushan Parashar	1,89,030
Harpreet Parashar	66,060
Kulbhushan Parashar HUF	3,74,700
KPCorp Consultants Private Limited	2,71,600
Sub Total	9,01,390
Body Corporate	
Corporate Capital Venture Private Limited	Nil
Partnership Firm	
KPCorp Consultant	Nil
Sub Total	Nil
Grand Total	9,01,390

7. The following are the instances of sale or purchase of the Equity Shares by the Promoter Group and/or the Directors of the Company which is a Promoter of the Issuer and/or by the Directors of The Issuer and their immediate relatives within six months immediately preceding the date of filing draft offer document with the BSE.

Shares Acquired by the Promoters and Promoters Group

a. In case of Acquisition by Transfer

S. No.	Name of Transferor(s)	No. of Equity Shares	Transfer Date	Face Value (Rs.)	Transfer Value (Rs.)	Consideration	Transferee(s)
1	Nitin Kumar Singhal	2500	August 08, 2013	10	20.50	Cash	Harpreet Parashar

b. In case of Acquisition by Allotment

S. No	Name of Person(s)	No. of Equity Shares	Acquisition Date	Face Value (Rs.)	Issue Price (Rs.)	Amount (Rs.)
1	Kulbhushan Parashar	25,000	December 12, 2013	10	20.50	5,12,500
2	Kulbhushan Parashar	20,730	December 31, 2013	10	20.50	4,24,965
3	Kulbhushan Parashar	41,285	January 29, 2014	10	20.50	8,46,343
4	Kulbhushan Parashar	94,515	January 31, 2014	10	NA*	NA*
5	Harpreet Parashar	20,730	December 31, 2013	10	20.50	4,24,965
6	Harpreet Parashar	9,800	January 29, 2014	10	20.50	2,00,900
7	Harpreet Parashar	33,030	January 31, 2014	10	NA*	NA*
8	Kulbhushan Parashar (HUF)	20,730	December 31, 2013	10	20.50	4,24,965
9	Kulbhushan Parashar (HUF)	91,650	January 29, 2014	10	20.50	18,78,825
10	Kulbhushan Parashar (HUF)	1,87,350	January 31, 2014	10	NA*	NA*
11	KPCorp Consultants Private Limited	95,700	December 31, 2013	10	20.50	19,61,850



12	KPCorp Consultants Private Limited	85,800	January 29, 2014	10	20.50	17,58,900
13	KPCorp Consultants Private Limited	1,35,800	January 31, 2014	10	NA*	NA*

^{*} Not Applicable as the shares were issue by way of Bonus Issue.

8. Details of the maximum and minimum price at which purchases and sales referred to above were made, along with the relevant dates.

Maximum: Rs 20.50 Minimum: Rs. Nil (Bonus)

9. Details of all financing arrangements whereby the Promoter Group, the Directors of the Company which is a Promoter of The Issuer, the Directors of The Issuer and their relatives have financed the purchase by any other person of securities of The Issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

NIL

10. **Promoters' Contribution**

The Promoters' Contribution of 4,00,000 Equity Shares at Rs. 10/- per Equity Share in the Issue will be satisfied one day prior to the date of opening of the Issue and the amount brought in shall be kept in the escrow account opened with the Banker to the Issue and shall be released to our Company along with the Issue Proceeds.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, an aggregate of 20% of the fully diluted post-Issue paid up capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment of Equity Shares in the Issue.

The Promoter contribution that will be locked in for three years is as follows.

Following shares that together with the Promoters' Contribution of 4,00,000 Equity Shares, will make up 20% of the post issue capital shall be locked in for a period of 3 years from the date of allotment of Equity Shares pursuant to the proposed issue. The balance shareholding of the Promoters shall be put under a lock-in of 1 year.

Date of Allotment/ Acquisition	Date when the shares were made fully paid up	Nature of Issue & reason for allotment	No. of Equity Shares	Face Value (Rs.)	Issue/ acquisition Price (Rs.)	Percentage of Pre Issue capital	Percentage of Post Issue capital
KPCorp Consul	tants Private Limi	ted					
December 31, 2013	The shares were issued as fully paid up shares	Further Issue of Shares	50,000	10	20.5	1.85%	1.03%
January 29, 2014	The shares were issued as fully paid up shares	Further Issue of Shares	85,800	10	20.5	3.17%	1.76%
January 31, 2014	The shares were issued as fully paid up shares	Bonus Issue in the ratio of 1:1	1,35,800	10	Not Applicable	5.02%	2.79%
Sub-Total			2,71,600			10.03%	5.58%
Kulbhushan Pa	rashar HUF					1	
December 31, 2013	The shares were issued as fully paid up shares	Further Issue of Shares	22,838	10	20.5	0.84%	0.47%
January 29, 2014	The shares were issued as fully paid up shares	Further Issue of Shares	91,650	10	20.5	3.39%	1.88%
January 31,	The shares were	Bonus	1,87,350	10	Not	6.92%	3.85%



2014	issued as fully paid up shares	Issue in the ratio of 1:1			Applicable				
Sub-Total			3,01,838			11.15%	6.20%		
Promoters' Co	Promoters' Contribution to be allotted in the Issue								
-	To be issued as fully paid up shares	Initial Public Offer	4,00,000	10	10	N.A.	8.22%		
Sub-Total			4,00,000				8.22%		
Grand Total			9,73,438				20.00%		

The minimum Promoters' contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Company has obtained specific written consent from the Promoters for inclusion of the Equity Shares held by them in the minimum Promoters' contribution subject to lock-in. Further, the Promoters have given an undertaking to the effect that they shall not sell/transfer/dispose of in any manner, Equity Shares forming part of the minimum Promoters' contribution from the date of filing this Prospectus till the date of commencement of lock-in as per the SEBI (ICDR) Regulations. 2009.

Equity Shares held by the Promoters and offered as minimum Promoters' contribution are free from pledge.

- ✓ All the Equity Shares which have been locked in are not ineligible for computation of Promoters' contribution under Regulation 33 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- ✓ The entire share capital outstanding as on the date of filing of Prospectus except minimum Promoters' contribution which has been locked in for three years as shown above would be locked in for one year from the date of allotment in the Issue.
- ✓ In terms with Regulation 36 (b) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if the Promoters' contribution in the proposed issue exceeds the required minimum contribution (of 20% of the post issue capital), such excess contribution shall also be locked in for a period of one year.
- The Promoters have vide their letter dated February 05, 2014 given their consent for lock in as stated above. The entire pre-issue capital, other than the minimum Promoters contribution, which is locked in for three years shall be locked in for a period of one year. The lock-in shall start from the date of allotment in the Issue and the last date of the lock-in shall be reckoned as three years from the date of allotment in the Issue.
- In terms of Regulation 39 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Equity Shares held by promoters and locked-in may be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution, subject to the following:
 - (a) if the Equity Shares are locked-in in terms of clause (a) of regulation 36, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and pledge of Equity Shares is one of the terms of sanction of the loan;
 - (b) if the Equity Shares are locked-in in terms of clause (b) of regulation 36 and the pledge of Equity Shares is one of the terms of sanction of the loan.
- ✓ In terms of Regulation 40 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the Equity Shares held by promoters and locked-in as per regulation 36 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer and the Equity Share held by persons other than promoters and locked-in as per regulation 37 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 may be transferred to any other



person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

11. Buy-back and Standby arrangements

The Company, it's Promoters and Promoters Group, its Directors and the Lead Managers have not entered into any buy back arrangements for purchase of the Equity Shares of the Company from any person.

- 12. An over-subscription to the extent of ten percent of the issue can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot.
- 13. All the Equity Shares offered through the issue shall be fully paid-up.
- 14. The unsubscribed portion in any reserved category may be added to any other reserved category.
- 15. In case of under-subscription in the issue, spill-over to the extent of under subscription shall be permitted from the reserved category.

16. Pre and Post-Issue Shareholding Pattern of our Company:

PRE-ISSUE

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized	percentage of st	holding as a ftotal number nares	otherwise 6	Pledged or encumbered
				form	As a percentage of(A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	IX= VIII/IV*100
(A)	Promoter and Promoter Group ²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	3	629790	0	23.26	23.26	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	271600	0	10.03	10.03	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	4	901390	0	33.30	33.30	0	0.00
2	Foreign							
а	Individuals (Non-Residents Individuals/ Foreign							
	Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
С	Institutions	0	0	0	0.00	0.00	0	0.00
d	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4	901390	0	33.30	33.30	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	0	0	0	0.00	0.00	0	0.00
(b)	Financial Institutions Banks	0	0	0	0.00	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00



(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional							
	Investors	0	0	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital							
	Investors	0	0	0	0.00	0.00	0	0.00
(h)	Nominated investors							
	(as defined in Chapter XA of							
	SEBI (ICDR) Regulations)	0	0	0	0.00	0.00	0	0.00
(i)	Market Makers	0	0	0	0.00	0.00	0	0.00
(j)	Any Other (specify)							
	Sub-Total (B)(1)	0	0	0	0.00	0.00	0	0.00
B2	Non-institutions							
(a)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(b)	Individuals							
į	Individual Shareholders							
	holding nominal share		405000					
	capital up to Rs 1 lakh	57	485000	0	17.92	17.92	0	0.00
ii	Individual Shareholders							
	holding nominal share							
	capital in excess of Rs. 1 lakh.	10	1320800	0	40.70	48.79	0	0.00
(4)	1911 2 11	18		0	48.79	0.00	0	0.00
(d)	Any Other (Specify)	0	0	0 0	0.00	0.00	0	0.00
	Sub-Total (B)(2)	75	1805800	U	66.70	66.70	0	0
	Total Public							
/D\	Shareholding (B)=							
(B)	(B)(1)+(B)(2)	75	1805800	0	66.70	66.70	0	0.00
	TOTAL (A)+(B)	75 79	2707190	0	100.00	100.00	0	0.00
	IOIAL (A)+(B)	19	2/0/190		100.00	100.00	0	0.00
(C)	Shares held by		+					
(0)	Custodians and against							
	which Depository							
	Receipts have been							
	issued	0	0	0	0.00	0.00	0	0.00
				<u>-</u>			-	
	GRAND TOTAL							
	(A)+(B)+(C)	79	2707190	0	100.00	100.00	0	0.00

POST-ISSUE

Category code	,		Number of Total number of shares		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
				form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	IX= VIII/IV*100
(A)	Promoter and Promoter Group ²							,
1	Indian							
(a)	Individuals/ Hindu Undivided Family							
(b)	Central Government/ State Government(s)							
(c)	Bodies Corporate							
(d)	Financial Institutions/ Banks							
(e)	Any Others(Specify)	4	1301390	0	26.74	26.74	0	0.00
	Sub Total(A)(1)	4	1301390	0	26.74	26.74	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign							
	Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
С	Institutions	0	0	0	0.00	0.00	0	0.00



	GRAND TOTAL							
	Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	0	0.00
(C)	Shares held by							
	TOTAL (A)+(B)	[•]	4867190	[•]	100.00	100.00	[•]	[•]
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	[•]	3565800	[•]	73.26	73.26	[•]	[•]
	Sult I Utal (D)(2)	[4]	3 + 33000	<u>[•]</u>	11.00	/ 1.00	[•]	[•]
(d)	Any Other (Specify) Sub-Total (B)(2)	[•] [•]	[•] 3455800	[•] [•]	[•] 71.00	[•] 71.00	[•] [•]	[•]
(d)	capital in excess of Rs. 1 lakh.	[e]	[a]	[a]	[6]	[_a]	[6]	[a]
Ï	Individual Shareholders holding nominal share	[•]	[•]	[•]	[•]	[•]	[•]	[•]
ı	holding nominal share capital up to Rs 1 lakh							[•]
(b) i	Individuals Individual Shareholders	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(a)	Bodies Corporate	[•]	[•]	[•]	[•]	[•]	[•]	[•]
B2	Non-institutions							
								r.J
U)	Sub-Total (B)(1)	[•]	1,10,000	[•]	2.26	2.26	[•]	[•]
(j)	Any Other (specify)		1,10,000	<u>[~]</u>	2.20	۷.۷	["]	[-
(i)	(as defined in Chapter XA of SEBI (ICDR) Regulations) Market Makers	1	1,10,000	[•]	2.26	2.26	[•]	[•]
(h)	Investors Nominated investors	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(g)	Investors Foreign Venture Capital	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(f)	Foreign Institutional	[•]	[•]	[•]	[•]	[•]	[●]	[•]
(e)	Insurance Companies	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(d)	Venture Capital Funds	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(c)	Central Government/ State Government(s)	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(b)	Financial Institutions Banks	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(a)	Mutual Funds/UTI	[•]	[•]	[•]	[•]	[•]	[•]	[•]
1	Institutions							
(B)	Public shareholding							
	(A)(1)+(A)(2)	4	1301390	0	26.74	26.74	0	0.00
	Promoter and Promoter Group (A)=							
	Total Shareholding of							
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
d	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00



17. A list of top ten shareholders of the Company and the number of Equity Shares held by them is as under

a.) As on the date of the Prospectus

Name of Shareholders	Number of shares	% of Total paid up Equity Share Capital
Kulbhushan Parashar (HUF)	374700	13.84
KPCorp Consultants Private Limited	271600	10.03
Ajay Beswal	244000	9.01
Kulbhushan Parashar	189030	6.98
Tarun Madhok	97560	3.60
S.K. Madhok	97560	3.60
Reena Singh	97560	3.60
Veerpal Singh	97560	3.60
Ashwini Singh	97560	3.60
Sanjay	70000	2.59
Total	1637130	60.47

b.) Ten days prior to the date of this Prospectus

Name of Shareholders	Number of shares	% of Total paid up Equity Share Capital
Kulbhushan Parashar (HUF)	374700	13.84
KPCorp Consultants Private Limited	271600	10.03
Ajay Beswal	244000	9.01
Kulbhushan Parashar	189030	6.98
Tarun Madhok	97560	3.60
S.K. Madhok	97560	3.60
Reena Singh	97560	3.60
Veerpal Singh	97560	3.60
Ashwini Singh	97560	3.60
Sanjay	70000	2.59
Total	1637130	60.47

c.) Two years prior to the date of this Prospectus

Name of Shareholders	Number of shares	% of Total paid up Equity Share Capital
Kulbhushan Parashar	7,500	75.00
Nitin Kumar Singhal	2,500	25.00
Total	10,000	100.00

- 18. The details of shareholding, if any, of the Lead Managers and their associates in the Company.
- 19. There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of the Company.
- 20. The Company has not raised any bridge loan against the proceeds of the Issue.
- 21. As on the date of filing the Prospectus with BSE, there are no outstanding financial instruments or any other right, which would entitle the Promoters or shareholders or any other person any



- option to receive equity shares after the Issue. The Company does not have any shares to be allotted, which are outstanding under ESOPs.
- 22. We have not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.
- 23. At any given point of time there shall be only one denomination of Equity Shares of our Company, unless otherwise permitted by law. The Company shall comply with such disclosures and accounting norms specified by SEBI from time to time.
- 24. An applicant cannot make an application for more than the number of Equity Shares offered through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 25. Our Company has 79 (Seventy Nine) shareholders as on the date of this Prospectus.
- 26. The Company, the Directors, the Promoter or the Promoter Group shall not make any, direct or indirect, payments, discounts, commissions or allowances under this Issue, except as disclosed in this Prospectus.
- 27. The Equity Shares held by the Promoter are not subject to any pledge.
- 28. None of the Directors or key managerial personnel holds Equity Shares in the Company except as stated in the section titled "Our Management" on page 61 of this Prospectus.
- 29. As per the RBI regulations, OCBs are not allowed to participate in the Issue.



SECTION IV- PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The net proceeds of the Issue, after deducting the underwriting and issue management fees, selling commission and other expenses associated with the Issue (the "**Net Proceeds of the Issue**"), are estimated to be approximately Rs. 186.00 Lacs.

A) OBJECTS OF THE ISSUE

The Net Proceeds of the Issue are proposed to be utilised by the Company for the following objects:

- 1. To raise funds for additional long-term working capital for the business of Trading of Agricultural Products; and
- 2. To meet the expenses of the issue.

B) FUND REQUIREMENT

The fund requirement and deployment are based upon Management estimates:

S. No.	Particulars	Amount (Rs in Lacs)
1.	To raise funds for additional long-term working capital for	186.00
	the business of Trading of Agricultural Products	
2.	To meet the expenses of the issue	30.00
	Total	216.00

The Objects Clause of the Memorandum and Articles of Association of the Company enable it to undertake the activities for which the funds are to be raised in the present Issue. Further, it is confirmed that the activities, which the company has been carrying out until now is in accordance with the object clause of Memorandum and Articles of Association of the Company.

1) DETAILED FUND REQUIREMENT FOR ADDITIONAL LONG TERM WORKING CAPITAL

Our Company will utilise net proceeds of the Issue to meet its additional long-term working capital requirements. The details of the same areas under:

(Rs in Lacs) **Particulars FY 2014-15 (Estimated)** Inventory 82.10 Others 0.00 **Total Inventories** 82.10 256.66 Debtors **Total receivables** 256.66 Other current assets 15.00 353.76 **Total current assets** Less: 84.20 **Sundry Creditors** Other current liabilities 4.00 **Total current liabilities** 88.20 Net working capital requirement 265.60 **Additional Working Capital Requirement** 186.00 Funding Pattern Internal Resources 0.00 Proposed to be funded from proposed IPO towards 186.00 margin for working capital



Estimated Bank Finance available	0.00
Total	186.00

Assumptions

The above working capital estimates are based on the following assumptions on an estimated sales figure of 2082 Lacs during the FY 2014-15 and Cost of Goods Sold of Rs. 1999 Lacs during the FY 2014-15:

Holding Period

Particulars	FY 2014-15
	Period (No of Days)
Inventory	15
Debtors	45
Creditors	15

→ The projected levels of holding periods of various items of current assets and current liabilities are shown in the above table.

The additional long-term working capital for the business of Trading of Agricultural Products of Rs. 186.00 Lacs is proposed to be met through public issue proceeds.

PRESENT WORKING CAPITAL POSITION VIS-À-VIS THE PROJECTED WORKING CAPITAL FOR THE PRESENT BUSINESS (TRADING OF AGRICULTURAL PRODUCTS)

(Rs in Lacs)

Particulars	As on January 31, 2014 (Actual)	FY 2013-14 (Estimated)	FY 2014-15 (Estimated)
Inventory	19.71	30.84	82.10
Others	0.00	0.00	0.00
Total Inventories	19.71	30.84	82.10
Debtors	82.08	96.38	256.66
Total receivables	82.08	96.38	256.66
Other current assets	0.40	2.00	15.00
Total current assets	102.19	129.22	353.76
Less:			
Sundry Creditors	49.33	47.65	84.20
Other current liabilities	0.20	2.00	4.00
Total current liabilities	49.53	49.65	88.20
Net working capital requirement	52.70	79.60	265.60
Additional Working Capital Requirement		26.90	186.00
Funding Pattern			
Internal Resources		26.90	0.00
Proposed to be funded from proposed IPO		0.00	186.00
towards margin for working capital			
Estimated Bank Finance available		0.00	0.00
Total		26.90	186.00

Assumptions

The above working capital estimates are based on the following assumptions on an estimated sales figure of Rs. 386 Lacs and 2082 Lacs during the FY 2013-14* and FY 2014-15 respectively and Cost of Goods Sold of Rs. 370 Lacs and Rs. 1999 Lacs during the during the FY 2013-14* and FY 2014-15 respectively:



Particulars	Actual (upto January 31, 2014)#\$	FY 2013- 14*\$ (Estimated)	FY 2014-15 (Estimated)
	Period (No of Days)	Period (No of Days)	Period (No of Days)
Inventory	8	10	15
Debtors	31	30	45
Creditors	17	15	15

[#] Figures upto January 31, 2014 relate to 2 Months period starting from December 01, 2013 to January 31, 2014, since the Company has commenced the Business of Trading of Agricultural Products from December 01, 2013.

- \$ Sales revenue/Income and corresponding Cost of Goods Sold relating the erstwhile objects of Jewellery Trading Business have been excluded from the calculations for the sake of lending parity in the calculations.
- → Current assets holding periods considered in estimation of working capital requirements are estimates based on business environment and needs as also the targets. These are also guided by actual holding periods as on January 31, 2014 (based on audited financial statements for ten months period ended on January 31, 2014).
- → The net working capital as on January 31, 2014 is based on the position of the current assets and current liabilities as per the audited financial statements of our Company for ten months period ended on January 31, 2014.
- → The projected levels of holding periods of various items of current assets and current liabilities are shown in the above table.

The additional long-term working capital for the business of Trading of Agricultural Products of Rs. 186.00 Lacs is proposed to be met through public issue proceeds.

(2) TO MEET THE EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated expenses of the Issue are as follows:

Activity	Expense (in Rs. Lacs)	Percentage of Issue Expenses	Percentage of the Issue size
Payment to Merchant Banker, market making fees, selling commissions, Underwriting, SCSB commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers, etc. and other out of pocket expenses	20.00	66.67%	9.26%
Advertisement and Marketing expenses	3.00	10.00%	1.39%
Printing and Stationery (including courier and transportation charges)	4.00	13.33%	1.85%
Others (Processing fees, listing fee, Corporate Action charges etc)	3.00	10.00%	1.39%
Total Estimated Issue expenses	30.00	100.00%	13.89%

DETAILS OF ALL MATERIAL EXISTING OR ANTICIPATED TRANSACTIONS IN RELATION TO UTLISATION OF THE ISSUE PROCEEDS OR PROJECT COST WITH PROMOTERS, DIRECTORS, KEY MANAGEMENT PERSONNEL, ASSOCIATES AND GROUP COMPANIES.

^{*} Figures for FY 2013-14 relate to 4 months period starting from December 01, 2013 to March 31, 2014, since the Company has commenced the Business of Trading of Agricultural Products from December 01, 2013.



No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled 'Interest of Promoters' & 'Interest of Directors' as mentioned on page nos. 76 and 63 of this Prospectus.

C) FUNDING PLAN (MEANS OF FINANCE)

SI. No.	Particulars	Amount (In Rs. Lacs.)
1.	Gross Proceeds from the Issue	216.00
2.	Issue Related Expenses	30.00
3.	Net Proceeds from the Issue	186.00

The Entire fund requirements of the Objects of the Issue as detailed above are proposed to be funded from the proceeds of this Public Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount proposed to be raised from the issue.

Balance portion of the means of finance for which no firm arrangement has been made. $\ensuremath{\mathsf{Nil}}$

The Means of finance consist only of proceeds from the Proposed Issue.

The details of funds tied up and the avenues for deployment of excess proceeds, if any. $\mathop{\rm Nil}\nolimits$

D) APPRAISAL

None of the objects for which Net Proceeds will be utilized have been financially appraised and the estimates of the costs of projects mentioned above are based on internal estimates of the Company.

E) SCHEDULE OF IMPLEMENTATION

The funds proposed to be raised for meeting the requirement of additional long term working capital are expected to be utilized in the financial year 2014-15.

F) DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated February 01, 2014 from Mr. Rishi Arora, Practising Chartered Accountant. The certificate states that the Company has deployed amounts aggregating Rs. 2.86 Lacs. Details of the deployment of funds as on February 01, 2014 as per the certificate are as follows:

S. No.	Particulars	Amount (Rs. In Lacs)
1	Issue Expenses	2.86
	Total	2.86

G) SOURCES OF FINANCING FOR THE FUNDS DEPLOYED

S. No	Particulars	Amount (Rs. In Lacs)
1	Internal Resources	2.86
	Total	2.86

Bridge Financing Facilities

The Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the proceeds of this Issue.

H) DEPLOYMENT OF BALANCE FUNDS

Deployment of Funds	FY 2013-14 Already incurred upto February 01, 2014	To be incurred upto March 31, 2014	FY 2014-15
To raise funds for additional long-	0.00	0.00	186.00



term working capital for the business of Trading of Agricultural Products			
To meet the expenses of the	2.86	27.14	0.00
issue			

The fund requirements and deployment of the funds mentioned above are based on internal management estimates. The Company may have to revise its expenditure and fund requirements as a result of changes, external factors which may not be within the control of its management and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of its management.

In case of a shortfall in raising requisite capital from the Net Proceeds of the Issue towards meeting the objects of the Issue, the Company may explore a range of options including utilising its internal accruals, seeking additional debt etc. The Company believes that such alternate arrangements would be available to fund any such shortfalls.

I) INTERIM USE OF FUNDS

The Company's management, in accordance with the policies established by the Board, will have flexibility in deploying the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, the Company intends to temporarily invest the funds in high quality interest bearing liquid instruments including money market mutual funds and deposits with banks, in accordance with its investment policies as approved by the Board from time to time.

J) MONITORING OF UTILIZATION OF FUNDS

As the net proceeds of the Issue are less than Rs. 500 Crores, under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 it is not required that a monitoring agency be appointed by the Company. The Board will monitor the utilization of the proceeds of the Issue. The Company will disclose the utilization of the proceeds of the Issue under a separate head along with details, for all such proceeds of the Issue that have not been utilized. The Company will indicate investments, if any, of unutilized proceeds of the Issue in the Balance Sheet of the Company for the relevant Financial Years subsequent to the listing.

Pursuant to clause 52 of the SME Listing Agreement, the Company shall, on a quarterly basis disclose to the Audit Committee, the uses and applications of the proceeds of the Issue. On an annual basis, the Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the proceeds of the Issue have been utilised in full. The statement will be certified by the statutory auditors of the Company. In addition, the report submitted by the monitoring agency will be placed before the Audit Committee of the Company, so as to enable the Audit Committee to make appropriate recommendations to the Board of Directors of the Company.

The Company shall be required to inform material deviations in the utilisation of Issue proceeds to the stock exchanges and shall also be required to simultaneously make the material deviations/adverse comments of the Audit committee/monitoring agency public through advertisement in newspapers.

No part of the proceeds from the Issue will be paid by the Company as consideration to its Promoters, Directors or key managerial employees, except in the normal course of its business.



BASIC TERMS OF THE ISSUE

Authority for the Present Issue

The Issue has been authorized by a resolution of the Board passed at their meeting held on January 01, 2014, subject to the approval of shareholders through a special resolution to be passed pursuant to section 81 (1A) of the Companies Act.

The shareholders have authorised the Issue by a special resolution in accordance with Section 81(1A) of the Companies Act, passed at the Extra-Ordinary General Meeting of the Company held on January 25, 2014.

Terms of the Issue

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Draft Prospectus and the Prospectus, Application Form, 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, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, Stock Exchanges, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of the Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see "Main Provisions of the Articles of Association" on page 153 of this Prospectus.

Face Value and Issue Price

The face value of the Equity Shares is Rs. 10 each. The Issue Price of Equity Shares is Rs. 10 per Equity Share and is 1 time the face value. At any given point of time there shall be only one denomination for the Equity Shares.

Terms of Payment:

Applications should be for a minimum of 10000 equity shares and multiples of 10000 equity shares thereafter. The entire price of the equity shares of Rs. 10 per share is payable on application.

Market Lot and Trading Lot

The Equity Shares shall be allotted in dematerialized form or physical form, at the option of the Applicant. As per the SEBI (ICDR) Regulations, 2009, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the equity shares will happen in the minimum contract size of 10000 equity shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If our Company does not receive the subscription of 100% of the Issue through this Prospectus including devolvement of Underwriters within sixty days from the date of closure of the issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed under applicable provisions of the Companies Act.

Further, in accordance with Regulation 106R 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.



BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is Rs. 10 and Issue Price is Rs. 10 per Equity Share and is 1 time of the face value.

Investors should read the following basis with the "Risk Factors" beginning on page x and the details about the business of our Company and its financial statements included in this Prospectus on pages 49 & 79 respectively to get a more informed view before making any investment decisions.

Qualitative Factors

We believe that our business strengths listed below enable us to remain competitive in the business of Trading of Agriculture Products:

> Experienced management team and a motivated and efficient work force

For detail on qualitative factors pertaining to the pricing of this issue, please refer to "Business Overview" on page 49 of this Prospectus.

Quantitative factors

1. Earnings Per Share (EPS) and Diluted Earning Per Share, Pre Issue, for last three years (as Adjusted for change in capital)*

Financial Years	Basic EPS (Rs.)	Diluted EPS (Rs.)	Weights
2011-12	0.03	0.03	1
2012-13	0.01	0.01	2
2013-14 (Figures for 10 Months period upto	0.29	0.29	3
January 31, 2014 have been annualized)			
Weighted Average EPS	0.15	0.15	

^{*}Source: Restated Financial Statements

Note-

Face value of each equity share is Rs.10.

EPS has been calculated in accordance with Accounting Standard 20 "Earning Per Share" issued by Institute of Chartered Accountants of India.

For further details, please refer to "Annexure No. X – Statement of Accounting Ratios" of the "Auditors Report" on page 93-94 of this Prospectus.

2. Price/Earning (P/E) ratio in relation to Issue Price of Rs. 10

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2013-14 (EPS for 10 Months period upto January 31, 2014 has been annualized)	34.42
P/E ratio based on Weighted Average Basic EPS	65.48

3. Industry P/E*

A. Foods Processing- Indian#

We believe that none of the listed companies in India are engaged in specific business of Trading of Agriculture Products. However, for the sake of comparison, we have considered the Industry namely "Foods Processing- Indian"

Particulars	P/E Ratio
Highest (Eco Friendly Food Processing Park Ltd.)	260.81
Lowest (Lakshmi Energy and Foods Ltd.)	2.00
Average	10.40

^{*}Source: Capital Market, Vol. XXVIII/26, dated February 17, 2014 - March 02, 2014; Sector-Foods Processing- Indian



4. Return on Net Worth in the last three years

Financial Years	Return on Net Worth (RONW) (%)	Weights
2011-12	20.40%	1
2012-13	5.36%	2
2013-14 (Figures for 10 Months period upto January 31, 2014 has been annualized)	1.49%	3
Weighted Average RONW	5.93%	

Note- Net worth has been computed by aggregating equity share capital, reserves and surplus and adjusting for revaluation reserves, as per the Company's restated audited financial statements.

5. Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS

Minimum Return on Net Worth after Issue needed to maintain annualized Pre-Issue Basic and Diluted EPS for the period ended January 31, 2014 (based on restated financials) is 2.87%.

6. Net Asset value per Equity Share

Particulars	Net Asset Value (NAV) in Rs.
As on March 31, 2011	14.89
As on March 31, 2012	19.09
As on March 31, 2013	20.48
As on January 31, 2014	10.22
NAV Post-Issue	10.12
Issue Price	10.00

7. Comparison of Accounting ratios with Industry peers

S. No.	Name of the company	Face Value (Rs. Per Share)	EPS (Rs.)	P/E Ratio	RONW (%)	Book Value Per Share (Rs.)		
	Shri Krishna Prasadam Limited#	10	0.29#	34.42	1.49%	10.22		
Peer Group*								
1.	Eco Friendly Food Processing Park Ltd.	10	1.80	260.80	15.20%	17.20		
2.	Amrit Corp. Ltd.	10	428.00	13.60	6.30%	35.50		
3.	Esteem Bio Organic Food Processing Ltd.	10	1.70	169.50	15.00%	17.10		

[#] The figures/accounting ratios for Shri Krishna Prasadam Limited are based on the restated financials for the ten months period ended on January 31, 2014 and the same is calculated on the basis of standalone figures. Further, EPS and RONW has been annualized based on restated financials of the Company for the ten months period ended on January 31, 2014.

The Company in consultation with the Lead Manager believes that the issue price of Rs. 10 per equity share for the Public Issue is justified in view of the above parameters.

Prospective investors should also review the entire Prospectus, including, in particular the sections titled "Risk Factors", "Business Overview" and "Financial Information" on pages x, 49 and 79

^{*}Source: Capital Market, Vol. XXVIII/26, dated February 17, 2014 - March 02, 2014; Sector-Foods Processing- Indian



respectively, of this Prospectus to have a more informed view.

The face value of the Equity Share is Rs. 10 each and the Issue Price is 1 time of the face value of the equity share.



STATEMENT OF TAX BENEFITS

The Board of Directors Shri Krishna Prasadam Limited 27/5 (Basement), East Patel Nagar, New Delhi- 110008, India

Dear Sir,

Sub: Statement of possible tax benefits available to the SHRI KRISHNA PRASADAM LIMITED ('the Company') and its shareholders

We hereby report that the enclosed statement provides the possible tax benefits available to **Shri Krishna Prasadam Limited** ('the Company') under the Income-tax Act, 1961, presently in force in India and to the shareholders of the Company under the Income Tax Act, 1961 and 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 provisions of the Statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for Professional advice. In view of the individual nature of the tax consequences and 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.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

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

Sd/-(CA Rishi Arora)

Practising Chartered Accountant Membership No. 501847

Date: 05-02-2014 Place: New Delhi



ANNEXURES TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO SHRI KRISHNA PRASADAM LIMITED AND TO ITS SHAREHOLDERS

A) SPECIAL TAX BENEFIT FOR SHRI KRISHNA PRASADAM LIMITED AND ITS SHAREHOLDERS

NIL

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 115-0 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.
- **5.** 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.Y2013-14	A.Y2014-15
If book profit is less than or equal to Rs.	19.055%	19.055%
1 crore		
If book profit is more than Rs.1 crore	20.00775%	20.00775%
If Book profit is exceeds Rs.10 crore	20.00775%	20.9605%

- **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 Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.

10. Credit for Minimum Alternate Taxes ("MAT")

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



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

- 1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.
- 2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.
- **3.** Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961
- **4.** 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.
- 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.** 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.



7. 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.

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

- 1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.
- 2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.
- 3. 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.
- **4.** 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.
- **5.** 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.

- **6.** Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. "Special Provisions Relating to Certain Incomes of Non-Residents" which are as follows:
 - (i) As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the non-resident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be 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.
- 7. 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 115-0 of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.



- **2.** As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long-term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs.
- **3.** As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

Nature of income & Rate of tax (%)

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

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

- **4.** In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.
- **5.** As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a "long-term specified asset" within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

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

- (i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
- (ii) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 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

1. 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

1. 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

INDUSTRY OVERVIEW

The information in this section has been derived from publicly available sources, government publications and certain industry sources and has not been prepared or independently verified by the Company, the Lead Manager to the Issue or any of its affiliates or advisers connected with the Issue, and none of these parties makes any representation as to the accuracy of this information. Industry sources and publications referred to by us state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information. Statements in this section that are not statements of historical fact constitute "forward-looking statements". Such forward-looking statements are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially.

Global Economic Conditions

Global growth continues to be sluggish, as reflected in the downward revisions in projections by various international agencies. Notwithstanding a distinct improvement in growth in the advanced economies, as also some key emerging market and developing economies (EMDEs), new risks to global recovery have arisen from fiscal discord in the US and uncertainties arising from expectations related to withdrawal from unconventional monetary easing by advanced economies.

The global inflation remains benign with slack in labour markets, expected stable commodity prices on the back of improved capacities and receding geo-political risks.

Global financial markets got a breather with the Fed decision to maintain the pace of its bond purchases and its signal that the withdrawal of QE may take longer. However, financial markets could be disrupted again when the extraordinary monetary accommodation in the advanced economies is withdrawn.

Indian Economy: Macroeconomic Outlook

Indian economy has continued to slowdown for the third year in succession. In part, the slowdown is the result of global cyclical conditions that have resulted in most emerging markets and developing economies (EMDEs) slowing down. However, the slowdown has been exacerbated by domestic factors, a large part of which can be addressed through concerted policy actions and their implementation. Small but sustained policy steps can deliver growth back to the economy. Further productivity enhancements and containment of high wage inflation are possible by making labour markets more flexible and by improving human capital formation given the abundant labour supplies.

To recoup India's potential growth, first and foremost it will be necessary to secure macroeconomic stability as failure to do so can result in a lasting growth collapse. High persistent inflation is inimical to growth. Inflation based on CPI-IW has averaged 9.5 per cent for the last six years and the headline WPI inflation has averaged 8.6 per cent during the last three years. Such high inflation eroded real consumption, lowered savings, caused financial disintermediation, widened the current account gap and placed additional pressures for subsidised safety nets for the vulnerable population. Against this backdrop, monetary policy will have to tread a carefully charted course to support reasonable real interest rates and avert financial repression.

Growth has slackened to a 17-quarter low of 4.4 per cent during Q1 of 2013-14. On current reckoning, growth in 2013-14 is likely to stay at about the level of last year. After a slower H1, a modest recovery is likely in H2 of 2013-14. This is expected to come from a rebound in agricultural growth backed by a better than normal south-west monsoon and a pick-up in exports.

While the current account deficit (CAD) risks have receded somewhat, what is important for now is that monetary and fiscal policies retain focus on maintaining macroeconomic stability. Meanwhile, structural policy measures and ground-level actions could work to boost growth over the medium-term.



(Source: Macroeconomic and Monetary Developments Second Quarter Review 2013-14 issued by the Reserve Bank of India)

Agriculture Industry in India

Agriculture in India has a significant history. Today, India ranks second worldwide in farm output. Agriculture and allied sectors like forestry and logging accounted for 16.6% of the GDP in 2007, about 50% of the total workforce and despite a steady decline of its share in the GDP, is still demographically the broadest economic sector and plays a significant role in the overall socialeconomic development of India.

India is the largest producer in the world of fresh fruit, anise, fennel, badian, coriander, tropical fresh fruit, jute, pigeon peas, pulses, spices, millets, castor oil seed, sesame seeds, safflower seeds, lemons, limes, cow's milk, dry chillies and peppers, chick peas, cashew nuts, okra, ginger, turmeric quavas, mangoes, goat milk and buffalo milk and meat. India is also the largest producer of millets like Jowar Bajra and Raqi. It is second only to China in the production of rice. India is the 6th largest coffee producer in the world. It also has the world's largest cattle population (281 million).

Agriculture GDP:

As per the Advanced Estimates of National Income, 2012-13, agriculture and allied sector contributed 13.7% of India's GDP (at constant 2004-05 prices). Gross Domestic Product (GDP) of agriculture and allied sector and its share in total GDP of the country during the last 3 years, and the current year, at 2004-05 prices, is as follows:

Item Year 2009-10[^] | 2010-11[@] | 2011-12^{*} 2012-13# GDP of 660.987 713.477 739,495 752,746 Agriculture & Allied Sectors 13.7 Per cent to 14.5 14.1 14.6 total GDP

Rs. In Crores

There has been a continuous decline in the share of agriculture and allied sector in the GDP from 14.6 percent in 2009-10 to 13.7 percent in 2012-13 at 2004-05 prices. Falling share of agriculture and allied sector in GDP is an expected outcome in a fast growing and structurally changing economy.

Agricultural Production Scenario during 2011-12

During 2011-12, as per Final Estimates, total production of rice in the country was estimated at 105.31 million tonnes which was an all-time record. Production of wheat estimated at 94.88 million tonnes was also a new record. As a result of significant increase in production of rice and wheat, the estimated production of total food grains during 2011-12 stood at a record level of 259.32 million tonnes which was significantly higher than the target of 245.00 million tonnes fixed for the year. The estimated production of food grains for the year was also higher by 14.83 million tones as compared to earlier record food grains production of 244.49 million tonnes achieved during 2010-11. Production of oilseeds had been estimated at 29.80 million tonnes. Production of cotton, estimated at 35.20 million bales (of 170 kg each), was also a new record. The production of sugarcane estimated at 361.04 million tonnes was again an all-time record.



All India Area, Production and Yield of major Crops

Crops	Area (lakh hectares)		Production (million tonnes)			Yield (kg/hectare)			
	2009-10	2010-11	2011-12	2009-10	2010-11	2011-12	2009-10	2010-11	2011-12
Rice	419.18	428.62	440.06	89.09	95.98	105.31	2125	2239	2393
Wheat	284.57	290.69	298.64	80.80	86.87	94.88	2839	2989	3177
Coarse Cereals	276.75	283.39	264.22	33.55	43.40	42.04	1212	1531	1591
Pulse	232.82	264.02	244.62	14.66	18.24	17.09	630	691	699
Foodgrains	1213.34	1266.71	1247.55	218.11	244.49	259.32	1798	1930	2079
Oilseeds	259.59	272.24	263.08	24.88	32.48	29.80	958	1193	1133
Sugarcane	41.75	48.85	50.38	292.30	342.38	361.04	70020	70091	71668
Cotton#	101.32	112.35	121.78	24.02	33.00	35.20	403	499	491

Agricultural Production Scenario during 2012-13:

The area coverage during 2012-13 has declined due to deficient rainfall in some parts of the country. As compared to last year, the area under paddy during 2012-13 has declined by 18.47 lakh hectares, coarse cereals by 19.54 lakh hectares, and pulses by 6.01 lakh hectares. In case of oilseeds, though the overall area sown has increased by 0.07 lakh hectares due to significant increase in area under soyabean.

During 2012-13, as per 2nd advance estimates, production of rice estimated at 101.80 million tonnes, though lower as compared to last year's record production, is higher by 4.55 million tonnes than the average production. Production of wheat estimated at 92.30 million tonnes is higher by 7.94 million tonnes as compared to the average production. The estimated production of coarse cereals is 38.47 million tonnes which is marginally lower than last year's as well as average production. The estimated production of pulses is 17.58 million tonnes which is higher than the average production. The total production of foodgrains is estimated to be 250.14 million tonnes which is higher by 12.71 million tonnes than the average production of last 5 years. The total production of oilseeds estimated at 29.47 million tonnes is higher than the average production. The current year's production of Sugarcane estimated at 334.54 million tonnes is higher by 8.75 million tonnes as compared to average production.

Agricultural Trade

Over the years India has developed export competitiveness/niche for certain agricultural products like basmati rice, oil meals, cotton, maize etc. India is among the 15 leading exporters of agricultural products in the world. As per International Trade Statistics, 2012, published by WTO, India's agricultural exports amounted to US \$ 34 billion with a share of 2.1% of world trade in agriculture in 2011. India's agricultural imports during 2011 amounted to US \$ 23 billion with a share of 1.3% of the world trade in agriculture.

Exports of non-basmati rice and wheat, banned since 1st April, 2008 and 8th October, 2007, respectively have been permitted since September 2011; and exports are continuing without any quantitative restrictions.

Agricultural exports increased from Rs.120,000 crore in 2010-11 to 187,000 crore in 2011-12 registering a growth of nearly 55%. Increase in value of agricultural exports during 2011-12 was primarily on account of higher exports of cotton, marine products, guar gum meal, basmati & non-basmati rice, meat & meat preparations, spices, and oil meals. The share of agricultural exports in total exports increased from 10.47% in 2010-11 to 12.81% in 2011-12.

[Source: Annual Report- 2012-13, Department of Agriculture & Cooperation, Ministry of Agriculture.]



Real Estate Industry in India

Introduction

Real estate in India continues to be a favoured destination globally for investors, developers and non-resident Indians (NRIs), driven largely by investor-friendly government policies and increasing globalisation. The second largest employment generation sector after agriculture, real estate contributes about 6.3 per cent to India's gross domestic product (GDP). The foreign direct investment (FDI) in the sector is expected to touch US\$ 25 billion in the next 10 years from its current US\$ 4 billion.

The sector's progress is driven by factors such as rapid urbanisation, a growing trend towards nuclear families, positive demographics, rural—urban migration, ever-developing infrastructure, higher income levels and housing demand. The real estate sector, with its growing investment opportunities, is expected to post annual revenues of US\$ 180 billion by 2020.

Market Dynamics

The real estate sector in India is witnessing rapid growth in the residential, commercial and industrial segments. Real estate development, once restricted to bigger cities, have shown marked progress in smaller cities and towns owing to availability of banks loans, higher earnings and improved standard of living.

The real estate sector of India is projected to post annual revenues of US\$ 180 billion by 2020 against US\$ 66.8 billion in 2010–11, a compound annual growth rate (CAGR) of 11.6 per cent. The demand is expected to grow at a CAGR of 19 per cent in the period 2010–2014, with Tier I metropolitan cities expected to account for about 40 per cent of this growth. As of now, Mumbai, Delhi-National Capital Region (NCR) and Bengaluru cater for 46 per cent of total office space demand in India. This demand is expected to be rise sharply in Tier II cities such as Kolkata and Chennai in the period 2010–14.

Today, Delhi-NCR accounts for about 30 per cent of the total mall supply in India. About 53 per cent of demand for total mall space is projected to come from the country's top seven cities, namely Delhi-NCR, Bengaluru, Mumbai, Kolkata, Pune, Hyderabad, and Chennai, in the period 2010–2014.

Investment Opportunities

The Indian retail realty sector is projected to grow at around 15 per cent year-on-year over the next 3–5 years as against a 12–13 per cent nominal growth of India's GDP estimated by the International Monetary Fund (IMF). If the sector does indeed manage the aforementioned growth, it will touch Rs 34 trillion (US\$ 544.73 billion) by 2016.

India's office space stock is estimated to rise by 40 per cent to 642.2 million sq ft by 2017, according to a report by real estate consultancy Knight Frank India. The current Indian market offers some of the most competitive rates in the Asia-Pacific region, according to a report by property services firm DTZ. The report also states that Indian cities will have some of the fastest rental growths in the region over the period 2013–17, but will remain among the most competitive.

The share of luxury retail space in India will be 1.4 per cent by 2015, according to a report by real estate services firm Cushman & Wakefield. NCR and Mumbai, areas that have embraced the mall culture, are the two most favoured destinations for luxury retailers.

The construction development sector, including townships, housing and built-up infrastructure garnered total FDI worth US\$ 22,671.95 million in the period April 2000–August 2013. Construction (infrastructure) activities during the period received FDI worth US\$ 2,280.95 million, according to the Department of Industrial Policy and Promotion (DIPP).

Government Initiatives

According to the existing FDI policy, 100 per cent FDI in the construction development sector is permitted through the automatic route. DIPP is looking at relaxing FDI norms further to encourage investment. It has also proposed a reduction in the minimum capitalisation for wholly-owned subsidiaries from US\$ 10 million to US\$ 5 million, and from US\$ 5 million to US\$ 2.5 million for joint ventures with Indian partners.



One of the major initiatives of the Ministry of Housing and Urban Poverty Alleviation (MHUPA) is to provide affordable housing for poor people living in urban areas. The Jawaharlal Nehru National Urban Renewal Mission (JNNURM) is one its flagship schemes, a reform driven investment programme which started with the objective of creating economically productive, efficient, responsive and inclusive cities.

The Real Estate (Regulation and Development) Bill, 2013, as approved by the Union Cabinet is a pioneering initiative aimed at delivering a uniform regulatory environment to protect the consumer, help in quick verdicts of disputes and ensure systematic growth of the sector.

Road Ahead

India needs to invest US\$ 1.2 trillion over next 20 years to modernise urban infrastructure and keep pace with the burgeoning urbanisation, as per a report (India's urban awakening) released by McKinsey Global Institute (MGI).

Demand for space from sectors such as education and healthcare has opened up opportunities in the real estate sector. Also, growth in the number of tourists has led to demand for service apartments. This demand in the tourism sector is expected to generate 50,000 new hotel rooms over the next four to five years, across India's major cities.

(Source: http://www.ibef.org/industry/real-estate-india.aspx)



BUSINESS OVERVIEW

OVERVIEW

Our Company was originally incorporated on May 28, 2009, as "Shri Krishna Prasadam Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to "Shri Krishna Prasadam Limited" pursuant to a Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013 vide a Fresh Certificate of Incorporation consequent upon change of name dated December 24, 2013 issued by the Registrar of Companies, NCT of Delhi and Haryana. The Corporate Identification Number of our company is U70200DL2009PLC190708.

Our Company started its operations in the year 2009 and was initially engaged in the business of manufacturing, exporting and supplying of gemstones, stone jewelry, rudraksha beads, shivlings, shri yantras, sphatik ganesh, rudraksha pendant, rudraksha mala, etc. in India.

However, in view of the market scenario and increase in the custom duty payable on Gold, the Board of Directors decided to alter the object clause of the Company in order to allow it to operate in areas such as real estate, consultancy services and agricultural activities. Accordingly, the Board of Directors of the Company, in their meeting held on October 08, 2013, resolved to amend the object clause of the memorandum of association.

Our Promoters are Mr. Kulbhushan Parashar, Mrs. Harpreet Parashar, Kulbhushan Parashar HUF and KPCorp Consultants Private Limited.

DETAILS OF THE BUSINESS OF THE ISSUER

a. Location:

The Registered and the Corporate Office of the Company is located at 27/5 (Basement), East Patel Nagar, New Delhi – 110008.

The Warehouse of the Company is located at 160, Basement, Vinoba Puri, Lajpat Nagar, New Delhi - 110024.

b. Plant, machinery, technology, process, etc.:

No Plant, machinery etc. is proposed to be bought out of the proceeds of the present issue.

c. Collaborations, any performance guarantee or assistance in marketing by the collaborators:

Ni

d. Infrastructure facilities

The premise wherein the Registered Office and the Corporate Office of the Company is located has been obtained on lease. For details, please refer to page no. 51 of the Prospectus.

Further, the Company has access to sufficient electricity, internet, telephones etc. to run its operations.

e. Products or Services:

I. AGRO PRODUCTS TRADING BUSINESS

Nature of Our Product

The Company is currently primarily engaged in the business of trading in Rice. The Company trades in rice varieties like basmati, sela and parmal.

Details of the market

Agro Products Trading Sector consists of many big as well as small players. This sector is



majorly unorganized and we face competition from all the players operating in this segment.

The approach to marketing and proposed marketing set up.

We are in the process of developing a Marketing Team who will network with various wholesalers, suppliers and distributors to get the best deals in the market.

The export possibilities and export obligations, if any.

Nil

Our Competitive Strengths

Motivated Management Team

Our management team consists of young professionals, who are willing to explore opportunities in different field for the benefit of the Company.

> Strong Tie ups with Suppliers and Distributors

The Company has strong tie ups with suppliers and distributors operating in the Agro Product Sector.

Business Strategy

> Develop & maintain strong relationships various suppliers, distributors and wholesalers.

Our business is dependent on developing & maintaining strong relationships with the suppliers, distributors and wholesalers. We will continue to develop and maintain these relationships and alliances. We intend to establish alliances with suppliers, distributors and wholesalers so as to enhance opportunities available to us.

> Adding more agro products into our existing portfolio.

The Company proposes to foray into trading of other agro products like wheat, cereals etc. The Company is contemplating into exploring possibilities for expanding its product portfolio and tap the opportunity of trading in various other agro products.

Competition

The Agro Products Trading Sector is highly competitive. The agro products trading market is largely fragmented comprising of organized and unorganized sectors. The price of the agro products vary depending upon the demand supply pattern prevailing in the market. We face competition from big as well as small players operating in the agro products trading sector.

II. REAL ESTATE UNDERWRITING BUSINESS

Nature of Our Product

The Company has recently ventured into the real estate field and is engaged in the business of real estate underwriting. The Company is primarily engaged in sale and lease of commercial, residential, retail and industrial properties.

Details of the market

Real Estate Industry comprises of various players such as Developers, Brokers, Underwriters etc.. The segment in which the Company operates in is very small and unorganized and consists of large number of players.

The approach to marketing and proposed marketing set up.

We are in the process of developing a Marketing Team who will network with various builders and developers to get the best deals in the market.

The export possibilities and export obligations, if any.

Nil



Our Competitive Strengths

Motivated Management Team

Our management team consists of young professionals, who are willing to explore opportunities in different field for the benefit of the Company.

Business Strategy

> Develop & Maintain strong relationships with our clients and real estate developers.

Our business is dependent on developing & maintaining strong relationships with the developers and the clients. We will continue to develop and maintain these relationships and alliances. We intend to establish alliances with real estate developers so as to enhance opportunities available to us.

Competition

We operate in a competitive environment. The nature of the project is also a determining factor for the level, degree and impact of competition that we face. Other contributory factors to the competitive environment are contract value and potential margins, the size, complexity and location of the project and the risks relating to revenue generation.

The segment in which the Company operates in is very small and unorganized and consists of large number of players. We face competition from the other players of our size operating in the same filed as our Company.

Employees

We have sufficient number of employees for our business.

INDERTEDNESS

Our Company has not availed of any borrowings from banks or any Financial institution.

INSURANCE

The Company has not taken any insurance cover at present. The Company will work towards taking insurance coverage to such amounts that will be sufficient to cover all normal risks associated with its operations and is in accordance with the industry standard.

TECHNOLOGY

We have not entered into any technical collaboration agreements with any party.

COLLABORATION / JOINT VENTURES

The Company has entered into a Memorandum of Understanding dated January 10, 2014, with Signature Projects & Infrastructure Private Limited, whereby Signature Projects & Infrastructure Private Limited has offered the non-exclusive selling and marketing rights to the Company with respect to minimum 50 (Fifty) units (or 50,000 sq. feet) residential flats, whichever is less, in the project known as 'SANSKRITI APARTMENTS' located at NH 24, Indrapuram, Ghaziabad, Uttar Pradesh, consisting of 592 flats ('Project').

INTELLECTUAL PROPERTY RIGHTS

Our Logo is registered in the name of Mr. Kulbhushan Parashar, one of the Promoters of the Company. Mr. Kulbhushan Parashar has give permission to the Company to use the said trademark vide his letter dated May 30, 2009. The said trademark is registered under class 14.

LAND AND PROPERTY

The Company occupies the following immovable properties:

S. No.	Location of Property		Title of the Company	Lessor/ Licensor (if applicable)
1.	27/5 (Basement), East Patel	Registered and	Leasehold	Shri. Ravinder Kumar
	Nagar, New Delhi - 110008	Corporate Office		Punhani



2.	Property No. 160, Basement,	Warehouse	Leasehold	Corporate	
	Vinoba Puri, Lajpat Nagar, New			Capitalventures	Private
	Delhi - 110024			Limited	

LEGAL PROCEEDINGS

Other than as described in the section titled "Outstanding Litigation and Material Developments" on page 116 of this Prospectus, the Company is not currently a party to any proceedings and no proceedings are known by it to be contemplated by government authorities or third parties, which, it believes, if adversely determined, would have a material adverse effect on its business, prospects, financial condition or results of operations.



KEY INDUSTRY REGULATIONS

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see section titled "Government and Other Approvals" beginning on page 118 of this Prospectus.

We are engaged in the business of Infrastructure development. Our business involves the acquisition of land in several States and it is subject to Central and State legislations which regulate substantive and procedural aspects of the acquisition, development and transfer of land, construction of housing projects and commercial premises. Our business is governed by various Central and State legislations that regulate the substantive and procedural aspects of our business. We are required to obtain and regularly renew certain licenses/registrations/permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Moreover, at various stages of development, our projects require the sanction/approvals of the concerned authorities under the relevant State legislation and local bye-laws.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by us.

PROPERTY RELATED LAWS:

CENTRAL LAWS

Land Acquisition Act, 1894 ("LA Act")

The GoI and the state governments are empowered to acquire and take possession of any property for public purpose, however, the courts in India have, through numerous decisions stipulated that any property acquired by the government must satisfy the due process of law. The key legislation relating to the expropriation of property is the LA Act. Under the provisions of the LA Act, land in any locality can be acquired compulsorily by the government whenever it appears to the government that it is needed or is likely to be needed for any public purpose or for use by a corporate body. Under the LA Act, the term "public purpose" has been defined to include, among other things:

- the provision of village sites, or the extension, planned development or improvement of existing village sites;
- the provision of land for town or rural planning;
- the provision of land for its planned development from public funds in pursuance of any scheme or policy of government and subsequent disposal thereof in whole or in part by lease, assignment or outright sale with the object of securing further development as planned;
- the provision of land for any other scheme of development sponsored by government, or, with the prior approval of the appropriate government, by a local authority; and
- the provision of any premises or building for locating a public office, but does not include acquisition of land for companies.

The LA Act lays down the procedures which are required to be compulsorily followed by the GoI or any of the state governments, during the process of acquisition of land under the LA Act. The procedure for acquisition, as mentioned in the LA Act, can be summarised as follows:

- identification of land;
- notification of land;
- declaration of land;
- acquisition of land; and
- payment and ownership of land.



Any person having an interest in such land has the right to object and the right to receive compensation. The value of compensation for the property acquired depends on several factors, which, among other things, include the market value of the land and damage sustained by the person in terms of loss of profits. Such a person has the right to approach the courts. However, the only objection that the land owner can raise in respect of land acquisition is in relation to the amount of compensation. The land owner cannot challenge the acquisition of land once the declaration under the LA Act is notified in the Official Gazette.

Laws regulating transfer of property:

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (the "TP Act") establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

Registration Act, 1908

The Registration Act, 1908 (the "Registration Act") has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. 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, 110 in any 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. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the T.P. Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not quarantee title of land.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Indian Easements Act, 1882

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Indian Easements Act, 1882, a license is defined as a right to use property without any interest in favour of the lessee. The period and incident under which the license may be revoked may be provided in the license agreement entered in between the licensee and the licensor. Land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into residential, commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states.

Building Consents

Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal



corporations and the urban arts commission. The municipal authorities regulate building development and construction norms. The Urban Arts Commission advises the relevant State Government in the matter of preserving, developing and maintaining the aesthetic quality of urban and environmental design in some states and also provides advice and guidance to any local body with respect to building or engineering operations or any development proposal which affects or is likely to affect the skyline or the aesthetic quality of the surroundings or any public amenity provided therein. Under certain State laws, the local body, before it accords its approval for building operations, engineering operations or development proposals, is obliged to refer all such operations to the Urban Arts Commission and seek its approval for the project. Additionally, certain approvals and consents may also be required from various other departments such as the fire department, the Airports Authority of India and the Archaeological Survey of India.

Special Economic Zones, Act, 2005 and the Special Economic Zones Rules, 2006

Special Economic Zones ("SEZ") are regulated and governed by the Special Economic Zone Act, 2005 (the "SEZ Act") which came into force on February 10, 2006. The SEZ Act provides that the Government of India, any State Government or any person either may, jointly or severally, establish a SEZ in accordance with the procedure under the SEZ Act. SEZs are specifically delineated duty free enclaves deemed to be foreign territories for purposes of Indian custom controls, duties and tariffs. Any person who intends to set up a SEZ after identification of the area, is required to make an application to the Board of Approval of the concerned State Government for approval. The developer of the SEZ is required to take effective steps for implementation of the SEZ project within the said validity period. The developer is required to furnish intimation of fulfillment of conditions specified in the "in-principle" approval to the Department of Commerce, the Ministry of Commerce and Industry and the Government of India (the "DoC") within the specified validity period of the "in-principle" approval. The DoC, on being satisfied with the proposal and compliance of the developer with the terms of the approval, issues a notification declaring the specified area as an SEZ.

The incentives and facilities offered to developers of SEZ include:

- Single window clearance for Central and State level approvals;
- Exemption from dividend distribution tax; service tax and minimum alternate tax;

The Special Economic Zone Rules, 2006 have been enacted to effectively implement the provisions of the SEZ Act. The SEZ Rules also prescribe the procedure for the operation and maintenance of an SEZ, for setting up and conducting business therein, with an emphasis on "self certification", and the terms and conditions subject to which the entrepreneur and developer shall be entitled to exemptions, drawbacks and concessions etc. The SEZ Rules also provide for the minimum area requirement for various categories of SEZs. Various states have their own state SEZ policies.

Modes of Acquisition of Interest and Development Rights in Property

Due to the constraints under the laws prescribing a ceiling on the acquisition of land, a real estate development company may enter into a range of agreements in order to acquire interests in land. Brief details of the most common arrangements are provided herein below:

- Agreements for acquisition of land A company enters into agreements with third parties which may be in the form of an agreement to sell or a memorandum of understanding for the acquisition of land and pooling of land resources, for the purpose of the development of specified projects such as integrated townships. Under such agreements, the contracting parties agree to acquire land in certain areas selected by a company which agrees to provide an interest-free fund to such contracting parties for meeting the costs of the acquisitions. Further, the contracting parties are required to pool the acquired land with the land owned by a company and deliver possession of the same to our Company for the purpose of developing the project. Typically, a company is free to develop the land at its discretion and is also authorised to develop, market and sell the project at its own cost, risk and expense.
- Sole development agreements A company enters into development agreements ("DA") with
 the title holders of land for acquiring sole development rights. Typically, under the terms of the
 DA, whilst the title owner may continue be own the land, the company is entitled to sole
 development rights in the project and can sell units in the project and appropriate the receipt
 of the same at its sole discretion. For acquiring the sole development rights, generally a lump
 sum consideration is paid to the title holders of land.
- Joint development agreements Another mode of acquiring land used by a company is to



enter into joint development agreements (the "JDA") with the title holders of land for joint development or development by the company of the real estate projects. The JDA may be in the form of a memorandum of understanding or a joint venture agreement. Under the terms of a JDA, a company may be authorised to develop, construct, finance and market the project on the relevant land.

Public auctions and Government allotment - Various State Governments undertake large real
estate development projects, for the purposes of which bids satisfying certain eligibility criteria
(such as technical and financial criteria) are invited. After evaluation of the bids submitted by a
company, the Government through the various regional bodies and local development
authorities, selects the most eligible company for the development of the project and
undertakes to grant certain rights for the purposes of a project such as a perpetual lease of
the project land in favour of the company, subject to satisfaction of certain conditions. The
governmental authority may grant such an undertaking in the form of a reservation-cumallotment letter, the salient terms of which usually include among other things, the nature of
allotment (such as lease

and conveyance), the period of grant, the consideration for allotment and the payment schedule.

STATE LAWS

State legislations provide for the planned development of urban areas and the establishment of regional and local development authorities charged with the responsibility of planning and development of urban areas within their jurisdiction. Real estate projects have to be planned and developed in conformity with the norms established in these laws and regulations made there under and require sanctions from the government departments and developmental authorities at various stages.

Laws relating to employment

The employment of construction workers is regulated by a wide variety of generally applicable labour laws, including the Contract Labour (Regulation and Abolition) Act, 1970, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Payment of Wages Act, 1936 and Workmen (Regulation of Employment and Condition of Service) Act, 1979.

Environment Laws Environmental Regulation

The three major statutes in India which seek to regulate and protect the environment against pollution and related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986. The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("PCB") which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure, and investigation if the authorities are aware of or suspect pollution. In addition, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment is assessed by the Ministry before granting clearances for the proposed projects.

Other Laws

Marketing of agricultural products in India is governed by the state level statutory bodies – the Agricultural Produce Marketing Committees ("APMC") established under the Agricultural Produce Marketing Acts (hereinafter referred to as APMA) which has been enacted by a majority of states in India.

The Company is Delhi based therefore subject to the laws in as applicable in Delhi. In Delhi, **Delhi Agricultural Marketing Board** was established in 1977 under the provisions of **Delhi Agricultural Produce Marketing (Regulation) Act 1976** which has since been replaced by



Delhi Agricultural Produce Marketing (regulation) Act, 1998. The said Act was enacted for the better regulation of the purchase, sale, storage and processing of agricultural produce and for the establishment of markets of agricultural produce in the National Capital Territory of Delhi and for markets connected therewith or incidental thereto. Under this Act organizational set up has been given to regulate the trading activity of the agricultural produce in the National Capital Territory of Delhi. Delhi Agricultural Marketing Board is an apex body of this organizational set up and its main functions are:-

- To exercise Superintendence and control over the marketing committees
- To provide for general improvement in the markets for their respective areas
- To provide facilities for grading and standardization of agricultural produce and
- To provide for better marketing of agricultural produce

The Company is also subjected to the **Essential commodities Act, 1955**, the union government has approved the removal of the requirement of licensing of dealers and restriction on storage and movement of wheat, rice, paddy, sugar, edible oil etc. placed under the Essential Commodities Act. The decisions of the government involve the objective of freeing up markets. It may also appear that this could also be the beginning of a unified Pan-India market for agriculture produce. Facilitating free trade and movement of food grains would enable famous to get the best prices for their produce, achieve price stability and ensure availability of food grains in deficit areas.

OTHER APPLIACBLE LAWS:

The Income Tax Act, 1961

In accordance with the Income Tax Act, 1961 any income earned by way of profits by a company incorporated in India is subject to tax levied on it in accordance with the tax rate as declared as part of the annual Finance Act.



HISTORY AND CORPORATE STRUCTURE OF OUR COMPANY

HISTORY AND MAJOR EVENTS

Our Company was originally incorporated on May 28, 2009, as "Shri Krishna Prasadam Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana.

The company was converted into a public limited Company and the name of the Company was changed to "Shri Krishna Prasadam Limited" pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013. A Fresh Certificate of Incorporation Consequent upon Change of Name was issued by the Registrar of Companies, NCT of Delhi and Haryana on December 24, 2013.

The current Promoters of the Company are Mr. Kulbhushan Parashar, Mrs. Harpreet Parashar, Kulbhushan Parashar HUF and KPCorp Consultants Private Limited

Changes in the Registered Office since incorporation

At the time of incorporation, the registered office of our Company was situated at 412, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065.

Following are the changes in the registered office of our Company since incorporation:

Date of Change	Details		Reason for change
	From	То	
January 01, 2010	412, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065	412A, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065	For operational convenience.
September 11, 2013	412A, Second Floor, Sant Nagar, East of Kailash, New Delhi – 110065	2/11B, Basement, Jangpura, Block A, New Delhi – 110020	For operational convenience.
December 16, 2013	2/11B, Basement, Jangpura, Block A, New Delhi – 110020	27/5 (Basement), East Patel Nagar, New Delhi - 110008	For operational convenience.

1. Major Events

Year	Activities
2009	Incorporated as Private Limited Company under the Companies Act, 1956 in the name of 'Shri Krishna Prasadam Private Limited'.
2013	Amendment of Object Clause by replacing existing para 1 and 2 appearing under sub- clause (A) of clause III of the Memorandum of Association with new objects serial no. 1 to 4.
2013	Company was converted into public limited Company and consequently its name was changed to its present name 'Shri Krishna Prasadam Limited'.

Changes in Memorandum & Articles of Association of the Company

S. No.	Date Alteration	of	Nature of Alteration
1.	November 2013	06,	Change in Clause V of the Memorandum of Association on increase of the Authorised Share Capital of the Company from Rs 1,00,000 to Rs 5,00,00,000.
2.	November 2013	06,	Changes in Main Object Clause III(A) of the Memorandum of Association of the Company by replacing existing sub-clauses 1 and 2 with new sub-clauses 1 to 4.



3.	December 2013	13,	Conversion of the Company from Private Limited Company to Public Limited and consequent change in name of the Company from Shri Krishna Prasadam Private Limited to Shri Krishna Prasadam Limited.
4.	December 2013	13,	Change in Articles of Association by adoption of new sets of Article of Association.

2. Holding and Subsidiaries of the Company and their business

Nil

3. Description of activities

The Company is currently in the business of trading of Agro commodities and has recently ventured into the real estate field and in the business of real estate underwriting.

4. Details of the market

Agro Products

Our goods are supplied to local wholesalers and Distributors.

Real Estate

Our real estate inventory is mainly aimed at middle income group population in Tier 2 and Tier 3 cities.

5. Technology arrangements

There are no technological arrangements by our company.

6. Injunction or restraining orders:

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

7. Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc:

Nil

8. Our Company has 79 (Seventy Nine) shareholders as on the date of filing the Prospectus with BSE.

9. Main Objects of the Company

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

- 1. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy instalments or by hire purchase system or otherwise and to purchase, sell and otherwise to carry on the business such as builders, contractors, broker, Estate agents, decorators and surveyors, Underwriter and To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- 2. To undertake and carry out the business of consultancy services of all kinds and description and in all branches and kinds and for its purpose to open branch/branches in India or any part of the world and without prejudice to the generality of the foregoing, to buy, underwrite, invest in and acquire and hold, sell and deal stocks (all kinds), debenture stock (whether or not convertible, including optionally convertible debentures), bonds, obligations and securities issue or to be issued by any firm or body corporate, either with limited or unlimited liability, or issued or guaranteed by



any Government, state, dominions commissioners, public body or authority, municipal local or otherwise, firm or person in India or elsewhere and to invest in futures and options of Shares and commodities to Act as technical consultant in mergers and amalgamations, assisting them in setting up of joint ventures .

- 3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. And To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
- 4. To cultivate, grow produce, trade or otherwise deal in any agriculture, vegetable or fruit products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits essences, vegetables, cash crops and provisions of all kinds, growers, of and dealers in corn hay and straw, seeds men and nurserymen all types of flowers, products, flower essences and to buy, sell, manufacture and trade in any goods usually traded in any of the above business inclusive of staples foods and medicinal preparations from milk, vegetable, flowers and animal products or any substitutes for any of them associated with the farming interests which may be advantageously carried out on by the company.

10. Shareholders Agreement

There are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

11. Other Agreements

The Company has entered into a Memorandum of Understanding dated January 10, 2014, with Signature Projects & Infrastructure Private Limited, whereby Signature Projects & Infrastructure Private Limited has offered the non-exclusive selling and marketing rights to the Company with respect to minimum 50 (Fifty) units (or 50,000 sq. feet) residential flats, whichever is less, in the project known as 'SANSKRITI APARTMENTS' located at NH 24, Indrapuram, Ghaziabad, Uttar Pradesh, consisting of 592 flats ('Project').

Except the Contracts / Agreements entered into in the ordinary course of the business carried on or intended to be carried on by the Company, the Company has not entered into any other Agreement / Contract.

12. Strategic Partners

There are no strategic partners of the Company.

13. Financial Partners

There are no financial partners of the Company.



OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association, our Company cannot have less than 3 Directors and more than 12 directors The Board of Directors comprises of 3 (Three) Directors currently manages our Company.

Mr. Kulbhushan Parashar, Whole Time Director of our Company is suitably supported by team of professionals and technically qualified executives who carry out the day to day affairs of the business of our Company. All Executive Directors of our Company are under the direct control & superintendence of the Board of Directors.

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

Name, Fathers' name Designation, Status, Experience, Occupation, Address	Age (In Years)	Qualifications	DIN	Details of directorships in other companies
Kulbhushan Parashar, (S/o: Shri Jagdish Prasad Sharma) Designation: Whole time Director Status: Promoter Director Experience: 7 years Occupation: Business Address: C-214, Second Floor, Paryavaran Complex, Said-Ul-Ajab, Near Garden of Five Senses, New Delhi – 110030	28 Years	Company Secretary	02608369	1. Corporate Capitalventures Private Limited 2. Electra (Jaipur) Limited 3. KPCorp Consultants Private Limited
Ramesh Kashyap, (S/o: Shri Ram Bali) Designation: Director Status: Independent Director Experience: 40 years Occupation: Practicing Homoeopath Doctor Address: Sethianwali Gali, G.T Road, Beas, Tehsil Baba Bakala, Amritsar - 143201, Punjab	65 Years	B.A., Degree in Electro Homoeopathy	05341665	Renin Construction And Consultancy Private Limited



Name, Fathers' name Designation, Status, Experience, Occupation, Address	Age (In Years)	Qualifications	DIN	Details of directorships in other companies
Arun Saldi, (S/o: Shri Tarakki Lal Saldi)	44 years	Chartered Accountant	03213230	Aims Lifesciences Limited Aims Biomedic
Designation: Director Status: Independent Director				Limited 3. Target Sports
Experience: 19 years				Limited
Occupation: Practicing Chartered Accountant				
Address: H No. 1533, Sector 7, Chandigarh – 160019				

Details of current and past directorship(s) of the above Directors in listed companies whose shares have been / were suspended from being traded on the Bombay Stock Exchange Ltd./National Stock Exchange of India Ltd.

Nil

Details of current and past directorship(s) of the above Directors in listed companies which have been/ were delisted from the stock exchange(s)

Electra (Jaipur) Ltd.

Nature of any family relationship between any of the Directors:

There is no family relationship between any of the Directors.

Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors was selected as a director or member of senior management.

→ Nil

There are no service contracts entered into by the directors with the company providing for benefits upon termination of employment.

Details of Borrowing Powers

In terms of the Articles of Association, the Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of bonds, perpetual or redeemable, debenture or debenture stocks or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Vide a resolution passed at the General Meeting of the Company held on January 25, 2014, consent of the members of the Company was accorded to the Board of Directors of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 for authorising and empowering them to create, charge, hypothecate, mortgage, pledge any movable or immovable properties of the Company where so ever situated, both present and future and the whole or substantially whole of the undertaking of the Company, for securing any loans/facilities/borrowings limits/LC limits obtained or as may be obtained from any banks, financial institutions, hire-purchase/lease companies, body corporate or any other persons together with interest, costs, charges, expenses and any other moneys payable, on such terms and conditions as the Board may think fit for the benefit of the Company and as agreed between the Board and lender towards security for the purpose of securing the repayment of such amount / s, including interest payable thereon as the company may from time to time borrow in the course of its business.

Vide a resolution passed at the Extra Ordinary General Meeting of the Company held on January 25, 2014, consent of the members of the Company was accorded to the Board of Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing from time to



time as they may deem requisite for the purpose of business of the company with or without security and upon such terms and conditions as the Board may think fit, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the company (apart from the temporary loans borrowed from the company's bankers in the ordinary course of business), shall not exceed at any point of time a sum of Rs. 20,00,00,000/- (Rupees Twenty Crore Only), exclusive of interest, over and above the paid up capital and free reserves of the company from any financial institutions, as a loan repayable within a period as per agreement from the date of disbursement thereof to be covered by the security (as per agreement) made with the related financial institution.

Compensation of Managing Director/Whole Time Director and Executive Directors

No remuneration is paid to Mr. Kulbhushan Parashar, Whole Time Director of the Company.

No portion of the compensation as mentioned above was paid pursuant to a bonus or profitsharing plan.

For the purpose of calculating the ceiling perquisites shall be evaluated as per income tax rules wherever applicable and in absence of any such rule the same shall be evaluated at actual cost. The above said remuneration and perquisites shall be subject to the ceiling laid down in sections 198, 309 and other applicable provisions as may be amended from time to time.

Shareholding of the Directors

S. No.	Name	No. of Shares Held
1.	Kulbhushan Parashar	1,89,030
2.	Ramesh Kashyap	Nil
3.	Arun Saldi	Nil

None of the Independent Directors of Company holds any Equity Shares of SKPL as on the date of this Prospectus.

Qualification Shares required to be held by Directors

Directors are not required to hold any qualification shares.

Interest of Directors

All the Directors may be deemed to be interested to the extent of fees payable to them, if any, for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them, if any, under the Articles of Association, and to the extent of remuneration paid to them, if any for services rendered as an officer or employee of the Company.

The Directors may also be regarded as interested in the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to the companies, firms, trusts, in which they are interested as Directors, members, partners, trustees and Promoter, pursuant to this Issue. All of the Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

The Directors have no interest in any property acquired by the Company within two years of the date of this Prospectus.

Except as stated in the section titled "Related Party Transactions" on page 97 of this Prospectus, the Directors do not have any other interest in the business of the Company.

The Company has not entered into any other contract, agreement or arrangement during the preceding two years from the date of the Prospectus in which the directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them other than contracts in the normal course of business and being permitted as per the current rules and regulations governing the same.

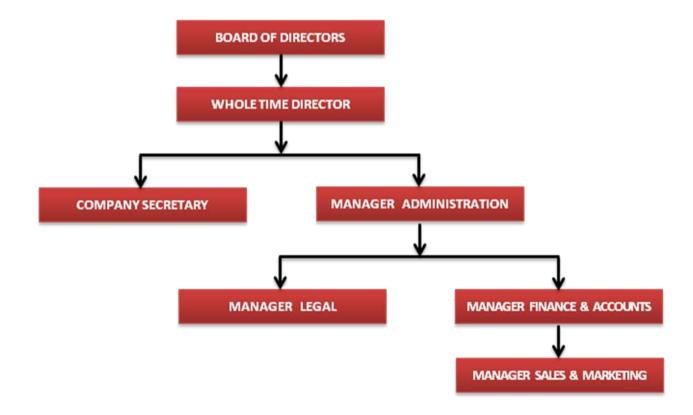


Changes in the Board of Directors in the last 3 years

The following are the changes in the Board of Directors in the last 3 years. To maintain brevity and to avoid any confusion, this table does not enumerate the instances where the Status or Designation of the Director has been changed or when the appointment of an Additional Director has been regularized.

S. No	Name, Address & DIN	Date of Appointment	Date of Cessation	Reason
1.	Name: Ramesh Kashyap Address: Sethianwali Gali, G.T Road, Beas, Tehsil Baba Bakala, Amritsar - 143201, Punjab DIN: 05341665	May 28, 2013	Not Applicable	Appointment
2.	Name: Nitin Kumar Singhal Address: 182, Govind Ghera, Vrindabani, Mathura, Uttar Pradesh - 281121 DIN: 02608358	August 15, 2013	Resignation	Not Applicable
3.	Name: Arun Saldi Address: H No. 1533, Sector 7, Chandigarh – 160019 DIN: 03213230	December 01, 2013	Not Applicable	Appointment

Management Organisation Structure





COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has complied with the requirements of the applicable regulations, including the SME Listing Agreement to be entered into with the BSE SME and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Company has a Board constituted in compliance with the Companies Act and SME Listing Agreement to be entered in to with the BSE SME and in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. The executive management of the Company provides the Board detailed reports on its performance periodically.

Under the Articles of Association, our Company is required to have not more than 12 (Twelve) Directors. Our Company currently has 3 (Three) Directors. We confirm that the composition of our Board of Directors complies with Clause 52 of the SME Listing Agreement.

Currently, the Board of Directors has 3 (Three) Directors and the Chairman of the Board of Directors is an Executive Director. In compliance with Clause 52 of the SME Listing Agreement, the Company has 1 (One) Executive Director and 2 (Two) Independent Directors on its Board of Directors.

Composition of Board of Directors

The Board of Directors of the Company consists of 3 (Three) Directors and has an optimum combination of executive and non-executive Directors as envisaged in Clause 52 of the SME Listing Agreement. Accordingly not less than one half of the Board of Directors comprises of non-executive and Independent Directors. 2 (Two) of the Directors on the Board are Independent Directors.

S.NO	NAME OF DIRECTOR	DESIGNATION	STATUS*
1.	Kulbhushan Parashar	Executive Director	Promoter Director
2.	Ramesh Kashyap	Director	Independent Director
3.	Arun Saldi	Director	Independent Director

^{*} As per Clause 52 of the SME Listing Agreement

Committees of the Board- Presently the Board has 3 (Three) committees, the details of which are as under:

(I) AUDIT COMMITTEE

The Audit committee was constituted on January 01, 2014. The present members of the Audit Committee are:

Sr. No	Name of the Director	Designation in Committee	Nature of Directorship
1.	Ramesh Kashyap	Chairman	Independent Director
2.	Kulbhushan Parashar	Member	Promoter Director
3.	Arun Saldi	Member	Independent Director

The Company Secretary of the Company shall be the Secretary of the committee.

Subject to the review by the Board from time to time, the 'Audit Committee' shall have the following terms of reference: -

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that financial information is correct, sufficient and credible.
- 2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3. Approval of payment to statutory auditors for any other services rendered by the



statutory auditors.

- 4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
- 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 8. 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.
- 9. Discussion with internal auditors any significant findings and follow up there on.
- 10. 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.
- 11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 12. 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.
- 13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 14. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

POWERS

- 1. To investigate any activity within its terms of reference.
- 2. To seek information from any employee.
- 3. To obtain outside legal or other professional advice.
- 4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

FUNCTIONS

- 1. Audit Committee shall review the half-yearly and annual financial statements and submit the same to the Board with its recommendations, if any;
- 2. Audit Committee shall conduct discussions with the auditors periodically about internal control systems, the scope of audit and the observations of the auditors;
- 3. Audit Committee shall invite the auditors, Chief Financial officer and such other executives as it considers necessary to be present at its meetings and participate in their discussions without any right to vote;
- 4. Chairman of the Audit Committee shall attend AGM of the Company to provide any clarification on matters relating to audit to the shareholders; and
- 5. The recommendations of the 'Audit Committee' on any matter relating to financial management shall be binding on the Board.



Meeting of the Audit Committee in the last one year:

The Audit Committee did not have any meeting in last one year.

(II) SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

The Shareholders'/Investors' Grievance Committee was constituted on January 01, 2014.

The present members of the Shareholders'/Investors' Grievance Committee are:

Sr. No	Name of the Director	Designation in Committee	Nature of Directorship
1.	Arun Saldi	Chairman	Independent Director
2.	Kulbhushan Parashar	Member	Promoter Director
3.	Ramesh Kashyap	Member	Independent Director

The Company Secretary of the Company shall be the Secretary of the committee.

The role of the above committee shall include the following:

- 1. It shall have the authority to investigate into any matter in relation to transfer/transmission of securities or referred to it by the Board and for this purpose, shall have full access to information contained in the records of our Company and external professional advice, if necessary.
- 2. To approve the requests pertaining to Rematerialization of shares, requests received for issuance of renewed and duplicate share certificates, subdivision, consolidation.
- 3. To investigate any activity within its terms of reference.
- 4. To seek information from share transfer agents.
- 5. To approve issue of duplicate share certificates and to oversee and review all matters connected with the transfer, transmission and issue of securities.
- 6. To approve share transfer / transmission of securities periodically, whether by circular resolution or otherwise.
- 7. To look into redressing of shareholders' complaint like transfer of shares, non-receipt of balance sheet, non receipt of declared dividends, etc.
- 8. To oversee the performance of the Registrar and Transfer Agents and recommend measures for overall improvement in the quality of investors services.

Meetings of the Shareholders'/Investors' Grievance Committee in the last one year:

The Shareholders'/Investors' Grievance Committee did not have any meeting in last one year.

(III) IPO COMMITTEE

The IPO Committee was constituted was constituted on January 01, 2014. The IPO Committee has been constituted for the purpose of taking all necessary steps in relation to the proposed initial public offer.

However, in exceptional circumstances where it is not possible for the members of the IPO committee to meet due to any unforeseen circumstances like want of quorum, or any other reason, Mr. Kulbhushan Parashar, Director of the Company shall have absolute power to take all decisions in relation to the proposed IPO including but not limited to the power to withdraw the proposed issue and exercising all the powers vested in the IPO Committee.

The IPO Committee comprises of the following members:

Sr. No	Name of the Director	Designation in Committee	Nature of Directorship
1.	Kulbhushan Parashar	Chairman	Promoter Director
2.	Ramesh Kashyap	Member	Independent Director
3.	Arun Saldi	Member	Independent Director

The Company Secretary of the Company shall be the Secretary of the committee.

Scope and terms of reference: The IPO Committee exercises powers in relation to the matters listed below:

To take all steps and to do all acts, deeds, matters and things and to sign all documents,



agreements, contracts, deeds, documents, declarations, affidavits, undertakings, appointment letters, applications, forms and papers, amongst others, and also to take decisions and issue clarifications on all issues and matters in connection with the Issue including but not limited to the following:

- 1. Positioning of the initial public offering including appointing all intermediaries for the Issue including Lead Managers, Legal Advisor, Registrar to the Issue, Bankers to the Issue, Underwriters, Market Makers, Printers, Advertising Agency among others, and approval of expenses related thereto;
- 2. Finalizing the time-lines for the Issue in consultation with the Lead Manager and other concerned intermediaries:
- 3. Ensuring and finalizing all disclosures to be made in the Draft Prospectus, and the Prospectus to be filed with SEBI and the RoC as per the requirements of the SEBI (ICDR) Regulations, 2009, Companies Act and other applicable laws;
- 4. Deciding the capital structure of the Company including the size of the Issue, in consultation with the Lead Manager, among others;
- 5. Deciding the objects of the Issue, the use of the Issue proceeds and the deployment of funds raised in the Issue and changes therein, if any, among others;
- 6. Deciding the Issue Price and other terms of the Issue in consultation with the Lead Manager;
- 7. Finalizing and approving the Issue expenses in consultation with the Lead Manager;
- 8. Filing of applications to the stock exchanges for obtaining "in-principle approval" and listing of the shares, among others and ensuring compliance with the Listing Agreement including constituting the various committees under clause 52 of the SME Listing Agreement with the Stock Exchanges; and
- 9. Taking decisions on and resolving all such questions, difficulties on all matters in relation to the proposed Issue and offer for sale, issuing explanations and clarifications to SEBI, the RBI, the stock exchange, the RoC, and all other regulatory authorities and government offices, among others, in connection with any matter relating to disclosures in the Draft Prospectus and the Prospectus, or any other matter, issue and grievance related to or incidental with the Issue or listing of the shares of the Company, among others.

Meetings of the IPO Committee in the last one year:

The IPO Committee did not have any meeting in last one year.

Compliance with SME Listing Agreement

The Company in terms of this Prospectus intends to list its equity shares on BSE and comply with the requirements under the Listing Agreement to be entered into with BSE. Further, we are in compliance with clause 52 of the SME Listing Agreement to the extent applicable to a company seeking listing for the first time.

Key Management Personnel

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of production/finance/ distribution/marketing and corporate laws.

The following key personnel assist the management of our Company:

S. No.	Name, Designation, Qualification	Date of Joining	Age (Yrs)	Term of office with date of expiration of term	Details of service contracts including termination /retirement benefits	Experience (yrs)	Previous Employment
1.	Name: Ms. Dashmeet Kaur	January 01, 2014	24 Yrs	As per Company Rules	N/A	Fresher	Not Applicable
	Designation: – Company Secretary & Compliance Officer						
	Qualification: Associate member of the Institute of Company Secretaries of India						



2.	Name: Mr. Amit Puri	December	30 Yrs	- F F - /	N/A	2.5 Yrs	Corporate
	Designation: – Manager (Administration)	01, 2013		Rules			Capital Ventures Limited
	Qualification: Qualified Company Secretary						

Brief Profile of Key Managerial Personnel

Ms. Dashmeet Kaur, aged 24 years, is Company Secretary of the Company. She joined SKPL on January 01, 2014. She is an Associate Member of the Institute of Company Secretaries of India. Ms. Dashmeet Kaur's gross emoluments are Rs. 15,000 per month.

Mr. Amit Puri, aged 30 years, is the Manager (Administration) of the Company. He joined SKPL on December 01, 2013. He is a qualified Company Secretary also. Prior to joining the Company, he worked with M/s Corporate Capital Ventures Limited. He has experience in the legal and secretarial matters. Mr. Puri's gross emoluments are Rs. 25,000 per month.

Nature of any family relationship between any of the Key Managerial Personnel:

None of the Key Managerial Personnel are related to each other.

Details of any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the key managerial personnel, was selected as a director or member of senior management

No compensation was paid to the Key Managerial Personnel in the last financial year pursuant to a bonus or profit-sharing plan

All the Key Managerial Personnel as stated above are Permanent employees of the Company.

Shareholding of Key Managerial Personnel

Mr. Amit Puri, Manager (Administration), holds 3,000 Equity Shares in the Company. Apart from that, none of the Key Managerial Personnel have any shareholding in the Company except as mentioned in the shareholding of the Directors as mentioned in the section "Our Management" on page 61 of this Prospectus.

Bonus or profit sharing plan of the Key Management Personnel

The Company does not have any bonus or profit sharing plan of the Key Management Personnel.

Interests of Key Management Personnel

The key management personnel of the Company, do not have any interest in the Company other than to the extent of the remuneration, employee stock options held, if any, Equity Shares allotted under employee stock purchase scheme or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

None of the key management personnel have been paid any consideration of any nature from the Company, other than their remuneration.

Changes in the Key Management Personnel

The changes in the key management personnel in the last three years are as follows:

SI.	Name	Date	Reason	
No.		Joining	Leaving	
1.	Mr. Amit Puri	December 01, 2013	Not Applicable	Appointment
2.	Ms. Dashmeet Kaur	January 01, 2014	Not Applicable	Appointment



Employees

Employee Stock Option Scheme and Employee Stock Purchase Scheme

The Company does not have any Employee Stock Option Scheme and Employee Stock Purchase Scheme.

Other Benefits to the Officers of the Issuer Company

Except the payment of salaries and perquisites, no amount or benefit has been paid or given within the two preceding years or intended to be paid or given to any employee and there is no consideration for payment of giving of the benefit.



OUR PROMOTERS AND PROMOTER GROUP

Promoters

The following are the Promoters of the Company:

- 1. Mr. Kulbhushan Parashar,
- 2. Mrs. Harpreet Parashar,
- 3. Kulbhushan Parashar HUF; and
- 4. KPCorp Consultants Private Limited.

Promoter Group

The following natural persons, HUFs, companies and partnerships constitute our promoter group under the SEBI (ICDR) Regulations, 2009 (the "Promoter Group"):

The natural persons who are part of the Promoter Group, other than the Promoters named above, are as follows:

Nil

The body corporate who are part of the Promoter Group, other than the Promoters named above, are as follows:

Name	Shareholding in SKPL
Corporate Capitalventures Private Limited	Nil

The Partnership Firm who are part of the Promoter Group, other than the Promoters named above, are as follows:

Name	Shareholding in SKPL
KPCorp Consultant	Nil

The details of the Promoters are as follows:

INDIVIDUALS

Mr. Kulbhushan Parashar



Age	28 years
Personal Address	C-214, Second Floor, Paryavaran Complex, Said-Ul-Ajab, Near
	Garden of Five Senses, New Delhi - 110030
Educational qualifications	Associate Member of the Institute of Company Secretaries of
and professional Experience	India
Designation	Whole Time Director
Directorships held	Please refer to the section "Our Management" beginning on page



	61 of this Prospectus
Other ventures	Corporate Capitalventures Private Limited
	2. KPCorp Consultants Private Limited
Business	Businessman
Voter ID No.	UGE0911345
Driving License Number	DL-0320130430637
Permanent Account Number	AOCPP2889J
Passport Number	G6256782, Valid Upto December 16, 2017
Bank Account No.	000701573004 with ICICI Bank
DIN	02608369

Profile: Mr. Kulbhushan Parashar, aged about 28 years, is the Whole Time Director of the Company. He is a graduate in commerce and an Associate Member of the Institute of Company Secretaries of India. Mr. Parashar has more than 7 years of experience in Finance, Investment, Accountancy, Taxation and Consultancy.

He is responsible for overall planning and management of the Company. He has been on the Board of Directors of the Company since its inception.

Mr. Kulbhushan Parashar owns 1,89,030 Equity Shares, representing 6.98% of the pre-issue share capital and 3.88 % of the post-Issue share capital of the Company.

There are no defaults in meeting any statutory/bank/institutional dues and no proceedings have been initiated for economic offences. There are no litigations, disputes towards tax liabilities or criminal / civil prosecution / complaint against Mr. Kulbhushan Parashar.

Declaration: It is confirmed that Permanent Account Number, Bank Account details and Passport Number of Mr. Kulbhushan Parashar is being submitted to the Stock Exchange on which Equity Shares are proposed to be listed, at the time of filing of Prospectus with them.

Mrs. Harpreet Parashar



Age	26 years
Personal Address	C-214, Second Floor, Paryavaran Complex, Said-Ul-Ajab, Near
	Garden of Five Senses, New Delhi - 110030
Educational qualifications	Associate Member of the Institute of Company Secretaries of
and professional Experience	India
Designation	Not Applicable
Directorship held	KPCorp Consultants Private Limited
	2. Corporate Capitalventures Private Limited



Other ventures	KPCorp Consultants Private Limited
	2. Corporate Capitalventures Private Limited
Business	Practicing Company Secretary
Voter ID No.	NEC0361146
Driving License Number	P03092005459676
Permanent Account Number	BLSPK6632C
Passport Number	K9497255, Valid Upto January 27, 2023
Bank Account No.	071901000919, ICICI Bank
DIN	03584659

Profile: Mrs. Harpreet Parashar, aged about 25 years, is an Associate Member of the Institute of Company Secretaries of India. She is one of the promoters of our Company and wife of Mr. Kulbhushan Parashar. She owns 66,060 Equity Shares, representing 2.44% of the pre-issue share capital and 1.36% of the post-Issue share capital of the Company.

There are no defaults in meeting any statutory/bank/institutional dues and no proceedings have been initiated for economic offences. There are no litigations, disputes towards tax liabilities or criminal / civil prosecution / complaint against Mrs. Harpreet Parashar.

Declaration: It is confirmed that Permanent Account Number and Bank Account details of Mrs. Harpreet Parashar is being submitted to the Stock Exchange on which Equity Shares are proposed to be listed, at the time of filing of Prospectus with them.

HINDU UNDIVIDED FAMILY

Kulbhushan Parashar HUF

Address	C-214, Second Floor, Paryavaran Complex, Said-Ul-Ajab, Near
	Garden of Five Senses, New Delhi - 110030
Permanent Account Number	AAJHK2958Q
Bank Account No.	071901001297 with ICICI Bank
Other Members o	Harpreet Parashar, Paavni Parashar, Parth Parashar
Kulbhushan Parashar HUF	

Profile: Kulbhushan Parashar HUF is an Hindu Undivided Family. Mr. Kulbhushan Parashar is the Karta of Kulbhushan Parashar HUF. It owns 3,74,700 Equity Shares, representing 13.84% of the pre-issue share capital and 7.70% of the post-Issue share capital of the Company.

There are no defaults in meeting any statutory/bank/institutional dues and no proceedings have been initiated for economic offences. There are no litigations, disputes towards tax liabilities or criminal / civil prosecution / complaint against Kulbhushan Parashar HUF.

Declaration: It is confirmed that Permanent Account Number and Bank Account details of Kulbhushan Parashar HUF is being submitted to the Stock Exchange on which Equity Shares are proposed to be listed, at the time of filing of Prospectus with them.



BODY CORPORATE

KPCorp Consultants Private Limited

KPCorp Consultants Private Limited was incorporated as Private Limited Company on April 20, 2012 under the name and style of KPCorp Consultants Private Limited, vide Certificate of Incorporation no. 234583 issued by the Registrar of Companies NCT of Delhi & Haryana.

Promoters of KPCorp Consultants Private Limited

- 1. Kulbhushan Parashar
- 2. Harpreet Parashar

Registered Office of KPCorp Consultants Private Limited

The present registered office of the Company is situated at 2/11 B, Basement, Jangpura A, New Delhi - 110014.

Principal Business of KPCorp Consultants Private Limited

The Company is engaged in advisory and management consultancy business

Listing Status	Not Listed		
Permanent Account Number	AAECK7281J		
Bank Account No.	071905000584 with ICICI Bank		
Company Registration No.	234583		
Address of Registrar of Registrar of Companies, NCT of Delhi and Haryana, 4th Flo			
Companies	IFCI Tower, 61, Nehru Place, New Delhi - 110019.		
Details of change in Control	Nil		
or Management			

Board of Directors

The Directors on the Board of KPCorp Consultants Private Limited are:

S. No.	Name	Status	Designation	DIN
1.	Kulbhushan Parashar	Promoter Director	Director	02608369
2.	Harpreet Parashar	Promoter Director	Director	03584659

Change in Directors in the last 3 years

Nil

Shareholders Details:

S. No.	Name	No. of Shares
1.	Kulbhushan Parashar	5,000
2.	Harpreet Parashar	31,000

Share Price Information

The Shares of KPCorp Consultants Private Limited are not listed and it has never come out with an IPO or a Rights Issue in the past.

Financial Performance

(Amount in Rs.) **Particulars** 31.03.2013 31.03.2012 31.03.2011 Authorised Equity Capital 3,60,000.00 Not Available# Not Available# Paid up Equity Capital 3,60,000.00 Not Available# Not Available# Reserves & Surplus (excluding 5,29,345.21 Not Available# Not Available# revaluation reserves) 2,81,850.00 Sales/Total Income Not Available# Not Available# Profit/(Loss) after Tax (PAT) 9,345.21 Not Available# Not Available# Earnings per Share/ Diluted 0.26 Not Available# Not Available# Earnings per Share NAV per Equity Share* 24.17 Not Available# Not Available#



Source: Audited Financial Statements

The Company was incorporated on April 20, 2012.

*NAV per Equity Share has been calculated after adjusting the "Preliminary expenses to the extent not written off" as appearing in the balance sheet of 2012-13 under the head other current assets.

Declaration: It is confirmed that Permanent Account Number, Bank Account details, Company Registration no., Address of ROC with whom it is registered of the KPCorp Consultants Private Limited is being submitted to the Stock Exchanges on which Equity Shares are proposed to be listed, at the time of filing of Prospectus with them.

PROMOTER GROUP

1) M/s Corporate Capitalventures Private Limited

Type of Organisation:

The Company was incorporated as a Private Limited Company in the name and style of RSJ Capitalventures Private Limited on September 24, 2009. The name of the Company was changed to its current name Corporate Capitalventures Private Limited and a fresh certificate consequent upon change of name was issued by the Registrar of Companies, NCT of Delhi and Haryana on December 09, 2013. Its Company Identification No. is U74140DL2009PTC194657.

Brief Description of Business:

As per the main objects stated in the Memorandum of Association of the Company, the Company was formed with the object of pursuing business corporate consultant and management advisor. The registered office of the Company is located at 2/11 B, Basement, Jangpura A Block, New Delhi - 110014.

Nature and extent of interest of the promoters

Name	Number of Equity Shares held in Corporate Capitalventures Private Limited	Percentage
Mr. Kulbhushan Parashar	4,000	40.00%
Mrs. Harpreet Parashar	6,000	60.00%

The Promoters of the Shri Krishna Prasadam Limited are interested to the extent of the shareholding in Corporate Capitalventures Private Limited.

Financial Performance

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011
Authorised Equity Capital	1,00,000	1,00,000	1,00,000
Paid up Equity Capital	1,00,000	1,00,000	1,00,000
Reserves & Surplus (excluding revaluation reserves)	5,19,064	4,39,283	2,78,807
Sales/Total Income	15,83,795	13,16,939	12,25,000
Profit/(Loss) after Tax (PAT)	78,762	1,61,495	2,38,790
Earnings per Share (In Rs.)	7.88	16.15	23.88
Diluted Earnings per Share (In Rs.)	7.88	16.15	23.88
NAV per Equity Share (In Rs.)*	61.56	53.33	36.83

Source: Audited Financial Statements

^{*}NAV per Equity Share has been calculated after adjusting the "Preliminary expenses to the extent not written off" as appearing in the balance sheet of respective years under the head 'other current assets'/ Miscellaneous Expenditure.



OTHER INFORMATION ABOUT THE PROMOTERS

The present promoters are not the original promoters of Shri Krishna Prasadam Limited.

Shri Krishna Prasadam Limited was originally promoted by Mr. Kulbhushan Parashar and Mr. Nitin Kumar Singhal. Consequently in the year 2013, Mr. Nitin Kumar Singhal disassociated himself from the Company and he transferred his shareholding in SKPL to Mrs. Harpreet Parashar.

The said acquisition of shares of SKPL by Mrs. Harpreet Parashar was for a consideration of Rs. 20.50/- per share.

Details of the disassociation of our promoters from companies during the last three years are as follows:

Mr. Kulbhushan Parashar, Promoter of the Company has disassociated and resigned from directorship of M/s Empyrean Research Private Limited during April, 2011 and M/s Divinus Promoters Private Limited during November, 2013. Further, he has resigned from the directorship of M/s RSJ Advisors Private Limited during September, 2013 and has ceased to be Additional Director on the Board of M/s A. F. Enterprises Limited during July, 2013.

Mrs. Harpreet Parashar, Promoter of the Company has disassociated and resigned from directorship of M/s Divinus Promoters Private Limited during December, 2012. Further she has disassociated herself from M/s RSJ Advisors Private Limited during September, 2013.

Common Pursuits

As on date, there are no common pursuits that may lead to conflict of interest in the business of the Company and other firms/companies promoted by the Promoters.

Interest of the Promoters

The Promoters of the Company are interested to the extent of their shareholding in the Company.

The Promoters have no interest in any property acquired by the Company within two years of the date of this Prospectus.

Except as stated otherwise in this Prospectus, the Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by the Company other than in the normal course of business.

There are companies/firms that have been promoted by one or more of the Promoters, and to that extent they may be considered interested in such company/firm.

For further details on the above, please refer to pages nos. 97 to 102 of this Prospectus.

Payment of benefits to the Promoter

Except as stated in the section titled "Related Party Transactions" on page nos. 97 to 102 of this Prospectus, there has been no payment of benefits to the Promoters during the two years prior to the filing of the Draft Prospectus.

Related Party Transaction

For details of related party transactions please refer to page nos. 97 to 102 of the Prospectus.

Confirmations

Further, the Promoters have not been declared as a wilful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoter in the past or are pending against them.



CURRENCY OF PRESENTATION

In the Prospectus, all references to "Rupees", "Rs.", "Rs", "rs" and "Indian Rupees" are to the legal currency of the Republic of India. Throughout the sections on 'Financial Information' and 'Summary of Financial Information' and 'Management's of Financial Condition and Results of Operations' in the Prospectus figures have been expressed in lacs. The term 'lacs' or "lakh" or "lakhs" means 'One Hundred Thousand'.

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price" in the Prospectus, unless otherwise indicated, have been calculated on the basis of our financial statements prepared in accordance with Indian GAAP. In the Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.



DIVIDEND POLICY

Dividends, other than interim dividends, will be declared at the annual general meeting of the shareholders based on the recommendation of the Board of Directors. The Board may, at its discretion, recommend dividend to be paid to the members of the Company. The factors that may be considered by the Board before making any recommendations for the dividend, include but are not limited to profits earned during the financial year, liquidity of the Company, obligations towards repayment of debt including maintaining debt service reserves, future expansion plans and capital requirements, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time.

The Board may also, from time to time, pay to the members interim dividend, as appears to the Board to be justified by the profits of the Company.

However, the Company has not paid any dividend on its Equity Shares till date.



SECTION VI- FINANCIAL INFORMATION

FINANCIAL INFORMATION OF OUR COMPANY

AUDITORS REPORT

Independent Auditor's Report for the Restated Financial Statements of Shri Krishna Prasadam Limited.

The Board of Directors Shri Krishna Prasadam Limited 27/5 (Basement), East Patel Nagar New Delhi- 110008, India

Dear Sirs,

- 1. We have examined the attached Restated Statement of Assets and Liabilities of Shri Krishna Prasadam Limited as at January 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the ten months period ended January 31, 2013 and financial years ended on March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 (collectively the "Restated Summary Statements" or "Restated Financial Statements"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on the SME Platform of BSE Limited ("BSE").
- 2. These Restated Summary Statements has been prepared in accordance with the requirements of:
 - (i) Paragraph B (1) of Part II of Schedule II to the Companies Act, 1956 ("Act");
 - (ii) The terms of reference to our engagements with the Company letter dated 1st January, 2014 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE Limited ("IPO" or "SME IPO"); and
 - (iii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").
- 3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the ten months period ended January 31, 2014 and financial years ended on March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 which have been approved by the Board of Directors.
- 4. In accordance with the requirements of Paragraph B(1) of Part II of Schedule II of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and Engagement Letter, we report that:
- (i) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at January 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 are prepared by the Company and approved by the Board of



Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

- (ii) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for ten months period ended January 31, 2014 and financial years ended on March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
- (iii) The "Restated Statement of Cash Flow" as set out in Annexure III to this report, of the Company for ten months period ended January 31, 2014 and financial years ended on March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV to this Report.
 - 5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the adoptions of accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the adopted accounting policy for all reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualification in the Audit Reports issued by the Statutory Auditors for the ten months period ended January 31, 2014 and financials years ended on March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 which would require adjustments in this Restated Financial Statements of the Company.
 - e) The Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Restated Summary Statements as set out in **Annexure IV** to this report.
 - **6.** Financial Statements for the ten months, period ended January 31, 2014 have been audited by Mr. Rishi Arora, Practising Chartered Accountant and financial years ended March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 have been audited by M/s Kavita Ojha & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years/period. The Financial



Report included for these years/period is based solely on the report submitted by them. Further accounts for financial year ended March 31, 2013 and ten months period ended January 31, 2014 have been re-audited by us for this purpose.

- 7. We have also examined the following other financial information as restated relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the ten months period ended January 31, 2014 and financial years ended on March 31, 2013, March 31, 2012, March 31, 2011 and for the period ended March 31, 2010 proposed to be included in the Draft Prospectus / Prospectus ("Offer Document").
 - i) Statement of Share Capital, as Restated (Annexure-V)
 - ii) Statement of Reserve and Surplus, as Restated (Annexure-VI)
 - iii) Statement of Contingent Liabilities, as Restated (Annexure-VII)
 - iv) Statement of Dividend declared/ Paid, as Restated (Annexure- VIII)
 - v) Statement of Other Income, as Restated (Annexure- IX)
 - vi) Statement of Accounting Ratios, as Restated (Annexure-X)
 - vii) Statement of Capitalization, as Restated (Annexure- XI)
 - viii) Statement of Tax Shelters, as Restated (Annexure- XII)
 - ix) Statement of Long Term Borrowings, as Restated (Annexure- XIII)
 - x) Statement of Short Term Borrowings, as Restated (Annexure-XIV)
 - xi) Statement of Long Term Provisions and Other Long Term Liabilities, as Restated (Annexure-XV)
 - xii) Statement of Related Party Transactions, as Restated (Annexure- XVI)
- xiii) Statement of Long Term Loans and Advances and Other Non- Current Assets, as Restated (Annexure-XVII)
- xiv) Statement of Short Term Loans and Advances and Other Current Assets, as Restated (Annexure- XVIII)
- xv) Statement of Trade Payables, Other Current Liabilities and Short Term Provisions, as Restated (Annexure- XIX)
- xvi) Statement of Trade Receivables, as Restated (Annexure-XX)
- xvii) Statement of Non- Current Investments , as Restated (Annexure-XXI)
- xviii) Statement of Current Investments, as Restated (Annexure-XXII)
- xix) Statement of Inventories, as Restated (Annexure-XXIII)
- 8. We, M/s Goel Mintri & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold a peer review certificate issued by the "Peer Review Board" of the ICAI ("**Independent Auditor**").
- 9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
- 10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.
- 11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 12. In our opinion, the above financial information contained in Annexure I to XXIII of this report read with the respective Significant Accounting Polices and Notes to Restated Summary Statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.



13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For Goel Mintri & Associates Chartered Accountants Firm Registration No. 013211N

Sd/-(CA Sanjay Kumar Goel) Partner Membership No. 092305 Date: 05-02-2014

Place: Delhi



Shri Krishna Prasadam Limited Annexure I-Restated Summary Statement of Assets and Liabilities

						Amount in Rs.	
	Particulars	As at					
		31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	
Α	Non-Current Assets						
	Fixed Assets						
	Tangible Assets	95,055.71	64,151.00	89,907.00	47,133.00	65,708.00	
	Intangible Assets	0.00	0.00	0.00	0.00	0.00	
	Capital Work-in-Progress	0.00	0.00	0.00	0.00	0.00	
	Intangible Assets under						
	development	0.00	0.00	0.00	0.00	0.00	
	N 0 17 1	2.00	0.00	2.22	0.00	2.00	
	Non-Current Investments	0.00	0.00	0.00	0.00	0.00	
	Deferred Tax Assets(net)	0.00	0.00	0.00	0.00	0.00	
	Long-term Loans & Advances	15,075,000.00	0.00	0.00	0.00	0.00	
	Other non-current assets	0.00	0.00	0.00	0.00	0.00	
В	Current Assets						
_	Current Investments	0.00	0.00	0.00	0.00	0.00	
	Inventories	1,970,574.00	312,640.00	246,350.00	84,756.00	0.00	
	Trade receivables	8,208,258.00	0.00	0.00	0.00	0.00	
	Cash & Cash equivalent	7,393,157.46	441,789.01	423,079.93	203,225.12	55,497.42	
	Short -term loans & advances	12,000.00	-		-	-	
	Other Current Assets	24,720.00	3,000.00	6,000.00	9,000.00	12,000.00	
		,	,	,	,	,	
С	Total Asset(C=A+B)	32,778,765.17	821,580.01	765,336.93	344,114.12	133,205.42	
D	Non-Current liabilities						
	Long-term Borrowings	0.00	589,652.94	511,794.94	145,933.00	0.00	
	Other long -term liabilities	0.00	0.00	0.00	0.00	0.00	
	Long-term Provisions	0.00	0.00	0.00	0.00	0.00	
	Deferred tax Liabilities(Net)	4,919.62	2,810.00	4,269.00	2,408.00	3,931.00	
E	Current Liabilities						
	Short-term Borrowings	0.00	0.00	0.00	0.00	0.00	
	Trade payables	4,933,093.00	0.00	0.00	0.00	0.00	
	Other Current Liabilities	20,352.00	14,758.00	34,312.00	16,000.00	5,000.00	
	Short-term Provisions	151,716.95	6,517.00	18,105.00	21,847.00	4,783.00	
	Short term riovisions	131,710.55	0,517.00	10,103.00	21,047.00	4,703.00	
F	Total Liabilities(F=D+E)	5,110,081.57	613,737.94	568,480.94	186,188.00	13,714.00	
	Net Worth(C-F)	27,668,683.60	207,842.07	196,855.99	157,926.12	119,491.42	
	Net worth represented by						
G							
	Share Capital	27,071,900.00	100,000.00	100,000.00	100,000.00	100,000.00	
	Share Application Money pending			·			
L	Allotment	0.00	0.00	0.00	0.00	0.00	
	Money received against Share						
	Warrant	0.00	0.00	0.00	0.00	0.00	
	Reserves & Surplus	596,783.60	107,842.07	96,855.99	57,926.12	19,491.42	
	Total Shareholder's Fund	27,668,683.60	207,842.07	196,855.99	157,926.12	119,491.42	



Shri Krishna Prasadam Limited Annexure II - Restated Summary Statement of Profits and Losses

Particulars Amount in R					
	For the Ten Months Period Ended	For the Year ended		Period from Incorporation date till March 31, 2010	
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	
Income from continuing Operations					
I. Revenue from operations	0.00	0.00	0.00	0.00	0.00
- Turnover of Products	0.00	0.00	0.00	0.00	0.00
Processed/ Manufactured	16 100 010 00	2 004 706 00	1 260 725 00	607.624.00	405.000.00
- Turnover of Products Traded	16,480,010.00	2,001,796.00	1,360,735.00	687,624.00	485,960.00
- Job work Income	500,000.00	569,136.00	273,650.00	276,095.00	358,901.00
II.Other Income	0.00	0.00	0.00	0.00	0.00
III.Total revenue(I+II)	16,980,010.00	2,570,932.00	1,634,385.00	963,719.00	844,861.00
IV.Expenses					
Purchase/ Consumption of Processed/Traded Goods	17,404,723.00	1,590,986.00	819,974.00	512,836.00	328,650.00
(Increase)/ Decrease In Inventories of Finished	(1,657,934.00)	(66,290.00)	(161,594.00)	(84,756.00)	0.00
Goods, Work-In-Progress and Processed/Traded Goods					
Employee Benefits Expenses	293,000.00	610,750.00	610,340.00	345,056.00	427,700.00
Finance Cost	5,544.11	2,956.68	1,746.35	3,263.80	47.58
Depreciation and amortization expenses	22,575.29	28,756.00	15,716.00	21,575.00	17,622.00
Other expenses	414,281.00	387,409.24	289,306.78	106,985.50	42,636.00
Total expenses(IV)	16,482,189.40	2,554,567.92	1,575,489.13	904,960.30	816,655.58
V.Profit before tax from continuing	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
operations(III-IV)					
VI.Exceptional items	0.00	0.00	0.00	0.00	0.00
VII.Profit before extraordinary items and tax	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
VIII.Extra ordinary items	0.00	0.00	0.00	0.00	0.00
IX.Profit before tax(VII-VIII)	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
X.Tax Expenses/(Income)					
Current tax (MAT Payable)	151,716.95	6,837.00	18,105.00	21,847.00	4,783.00
Less: MAT Credit Entitlement	0.00	0.00	0.00	0.00	0.00
Net Current Tax Expenses	151,716.95	6,837.00	18,105.00	21,847.00	·
Deferred tax charge /(credit)	2,109.62	(1,459.00)	1,861.00	(1,523.00)	3,931.00
Total tax expense	153,826.57	5,378.00	19,966.00	20,324.00	8,714.00
XI.Profit/(Loss) for the period after tax from continuing operations	343,994.03	10,986.08	38,929.87	38,434.70	19,491.42
XII. Profit/(loss) from discontinuing operations	0.00	0.00	0.00	0.00	0.00
XIII.Tax expenses of discontinuing operations	0.00	0.00	0.00	0.00	0.00
XIV.Profit for the period	343,994.03	10,986,08	38,929,87	38,434,70	19,491,42



Shri Krishna Prasadam Limited Annexure III -Restated Summary Statement of Cash Flows

Particulars					Amount in Rs.
	For the Ten Months	For	the year ended		Period from
	Period Ended		•		Incorporation
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	date till March 31, 2010
					01, 1010
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before taxation from continuing operations (as restated)	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
Net profit before taxation from discontinued operations (as restated)	0.00	0.00	0.00	0.00	0.00
Non cash adjustments to reconcile profit before tax to net cash flows	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42
Depreciation and amortisation expense	22,575.29	28,756.00	15,716.00	21,575.00	17,622.00
Interest	0.00	0.00	0.00	0.00	0.00
Operating profit before working capital changes (as	520,395.89	45,120.08	74,611.87	80,333.70	45,827.42
restated) Movements in Working Capital					
Adjustments for (Increase)/Decrease in Operating Assets					
Trade receivables	(8,208,258.00)	0.00	0.00	0.00	0.00
Inventories	(1,657,934.00)	(66,290.00)	(161,594.00)	(84,756.00)	-
Short term Loans & Advances	(12,000.00)	0.00	0.00	0.00	0.00
Other Current Assets	(24,720.00)	0.00	0.00	0.00	0.00
Adjustments for Increase /(Decrease) in Operating	, , ,				
Liabilities Current Liabilities and Provisions	5,594.00	(19,554.00)	18,312.00	11,000.00	5,000.00
Trade & Other Payable	4,933,093.00	0.00	0.00	0.00	0.00
Intt. Payable	0.00	0.00	0.00	0.00	0.00
Cash flow from operations	(4,443,829.11)	(40,723.92)	(68,670.13)	6,577.70	50,827.42
LESS: Provision for Tax(As per MAT)	0.00	0.00	0.00	0.00	0.00
LESS:Taxes	(6,517.00)	(18,425.00)	(21,847.00)	(4,783.00)	0.00
Net Cash generated from operating activities(A)	(4,450,346.11)	(59,148.92)	(90,517.13)	1,794.70	50,827.42
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of fixed assets	(50,480.00)	-	0.00	0.00	0.00
Investment sold/(Purchased)	0.00	0.00	-55490.00	0.00	0.00
Premium on Investment	0.00	0.00	0.00	0.00	0.00
Interest Received	0.00	0.00	0.00	0.00	0.00
Proceeds from Sale of Fixed Assets	0.00	0.00	0.00	0.00	-80330.00
Dividend Received	0.00	0.00	0.00	0.00	0.00
Net cash used in investing activities(B)	(50,480.00)	-	(55,490.00)	-	(80,330.00)
C. CASH FLOW FROM /(USED IN) FINANCING ACTIVITIES					
Proceeds from Issue of Shares	27,116,847.50	0.00	0.00	0.00	100000.00
Long term Loans and Advance	(15,075,000.00)	77,858.00	365861.94	145933.00	0.00
Repayment of Long Term Borrowings	(589,652.94)	0.00	0.00	0.00	0.00
Net Decrease in other Borrowings	0.00	0.00	0.00	0.00	0.00
Preliminary Expenses incurred	0.00	0.00	0.00	0.00	-15000.00
Net cash generated from/(used in) financing	11,452,194.56	77,858.00	365,861.94	145,933.00	85,000.00
activities (C) Net increase/(decrease) in cash and cash	6,951,368.45	18,709.08	219,854.81	147,727.70	55,497.42
equivalents (A + B + C) Cash and cash equivalents at the beginning of the	441,789.01	423,079.93	203,225.12	55,497.42	
vear Cash and cash equivalents at the end of the year	7,393,157.46	441,789.01	423,079.93	203,225.12	55,497.42
cash and cash equivalents at the end of the year	7,333,137.40	441,705.01	423,073.33	203,223.12	33,437.42

- 4. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3' Cash Flow Statement'.
- 5. Previous year's figures have been regrouped / rearranged /recasted wherever necessary to make them comparable with those of current year.
- 6. Figures in brackets indicate cash outflow.



ANNEXURE-IV

NOTES TO THE RESTATED SUMMARY STATEMENTS OF ASSETS AND LIABILITIES, STATEMENT OF PROFITS AND LOSSES AND CASH FLOWS, AS RESTATED UNDER INDIAN GAAP, FOR SHRI KRISHNA PRASADAM LIMITED

1. BACKGROUND

Shri Krishna Prasadam Limited ('The Company') (The name of the Company was changed from Shri Krishna Prasadam Private Limited to Shri Krishna Prasadam Limited w.e.f. 13th December, 2013) was incorporated on May 28, 2009 and is primarily engaged in the business of Trading of Agriculture Products, Securities Trading, Real Estate underwriting services and other consultancy services. The Company continuously aims at keeping itself abreast with changing global and national trends and staying current with technological advances. This mix of innovative ideas, planning initiatives and use of cutting edge technologies has enabled the company to stay ahead of competition.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES ADOPTED BY THE COMPANY IN THE PREPARATION OF FINANCIAL STATEMENTS AS AT AND FOR THE TEN MONTHS PERIOD ENDED JANUARY 31, 2014

1. ACCOUNTING CONCEPTS

The financial statements are prepared under historical cost convention, on the accrual basis of accounting in accordance with the Companies Act, 1956 and the Accounting Principles Generally Accepted in India ('Indian GAAP') and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

3. TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

4. INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, are not capitalized and expensed off in the Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

The amortization period and the amortization method are reviewed at least at each financial year



end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

5. **DEPRECIATION**

Depreciation on assets is provided on Written down value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule XIV to the Companies Act, 1956, whichever is higher.

Depreciation on fixed assets added/disposed off during the year/period is provided on pro-rata basis with reference to the date of addition/disposal. Individual assets costing upto Rs. 5000 are depreciated in full in the year of purchase.

6. **BORROWING COSTS**

Borrowing cost that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the asset/project. All other borrowing costs are treated as period cost and charged to the profit and loss account in the year in which incurred.

7. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

8. <u>INVESTMENTS</u>

Long-term investments are stated at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature. Current investments are stated at lower of cost or market value.

9. INVENTORIES

i. Inventories are stated at cost or net realizable value whichever is lower on FIFO basis.

10. REVENUE RECOGNITION

- i. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- ii. Interest due on delayed payments by customers is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.
- iii. Sale is recognized on dispatch to goods from point of sales.
- iv. Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9-"Revenue Recognition".
- v. Insurance and other claims are recognized in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess / shortfall is adjusted in the year of receipt.

11. FOREIGN CURRENCY TRANSACTIONS

- i. Foreign currency transactions are recorded at exchange rates prevailing on the date of respective transactions.
- ii. Current assets and current liabilities in foreign currencies existing at balance sheet date are translated at year-end rates.



iii. Foreign currency translation differences related to acquisition of imported fixed assets are adjusted in the carrying amount of the related fixed assets. All other foreign currency gains and losses are recognized in the profit and loss account.

12. ACCOUNTING FOR TAXES ON INCOME

- i. Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961.
- ii. Deferred tax on timing differences between taxable and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed depreciation are recognized only when there is a virtual certainty of their realization. Other items are recognized only when there is a reasonable certainty of their realization.

13. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when:

- the Company has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

3. NOTES ON ADJUSTMENTS FOR RESTATED SUMMARY STATEMENTS

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & losses of the company.

Table-1

<u>Notes on Adjustments for Restated Summary Statements</u>

	For the ten months	For the ye	ear ended 31	st March	Period from Incorporation	
Particulars	Period Ended 31 st January, 2014	2013	2012	2011	date till March 31, 2010	
Profit after tax as per Audited accounts	343,994.03	10,986.08	38,929.87	38,434.70	19,491.42	
Adjustments	0.00	0.00	0.00	0.00	0.00	
Profit after Tax as per Restated Accounts	343,994.03	10,986.08	38,929.87	38,434.70	19,491.42	

4. MATERIAL REGROUPING

(a) Appropriate adjustments, wherever material, have been made in Restated Summary Statements of Assets & Liabilities, Profit & Loss, wherever required, by a reclassification of the corresponding items of income, expenses, Assets & Liabilities in order to bring them in line with the



requirements of the guidelines issued by the Securities and Exchange Board of India (Issued of Capital & Disclosure Requirements) Regulations, 2009 as amended up-to-date.

(b) Till the year ended 31st March, 2011, the company was using Pre-Revised Schedule-VI to the Companies Act 1956, for Preparation and Presentation of Financial statements. During the year ended 31st March, 2012, the revised Schedule –VI notified under the Companies Act 1956, have become applicable to the company. The Company has reclassified previous year's figures to conform to the Revised Schedule-VI

Material Regrouping for Assets & Liabilities Restated

a. Till the financial year ended March 31, 2011; the Company has shown loans from directors under Unsecured Loan. From the financial year ended March 31, 2012, to meet the criteria of Revised Schedule VI of the Companies Act, 1956, the Company has regrouped the same under the heads of "Long term Borrowings"

The summary statement of Assets & Liabilities as Restated for the Financial Year ended March 31, 2011 and March 31, 2010 has been reclassified and shown accordingly.

b. Till the financial year ended March 31, 2011, the Company has shown Preliminary Expenses under Miscellaneous Expenditure. From the financial year ended March 31, 2012, to meet the criteria of Revised Schedule VI of the Companies Act, 1956, the Company has regrouped the same under the heads of "Other Current Assets".

The summary statement of Assets & Liabilities as Restated for the Financial Year ended March 31, 2011 and March 31, 2010 has been reclassified and shown accordingly.

5. TERMS/RIGHT ATTACHED TO EQUITY SHARES

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

6. <u>SEGMENT REPORTING</u>

Based on the guiding principles given in Accounting Standard on "Segment Reporting" (As-17) issued by the Institute of Chartered Accountants of India, this Accounting Standard is not applicable to the company.

7. TAXATION

(A) MINIMUM ALTERNATE TAX (MAT)

Provision for taxation is ascertained on the basis of assessable profits computed in accordance with the provisions of Income Tax Act, 1961. However, where the tax is computed in



accordance with the provision of section 115JAA of the income tax act, 1961, as Minimum Alternate Tax (MAT), it is charged off to the profit & Loss account in the relevant year/period. Further in accordance with the Guidance note on accounting for credit available in respect of Minimum Alternative Tax (MAT) under the income tax, issued by the Council of the Institute of Chartered Accountants of India, MAT Credit is recognized as an asset under the head "Loans & Advances" based on the convincing evidence that the company will pay Normal Income Tax during the specified period.

(B) DEFERRED TAX

Particulars	As at 31.01.2014	AS at 31.03.2013	AS at 31.03.2012	AS at 31.03.2011	AS at 31.03.2010
Opening Deferred Tax Liability/(Asset)	2810.00	4269.00	2408.00	3931.00	-
Movement During the Year/Period	2109.62	(1459.00)	1861.00	(1523.00)	3931.00
Closing Deferred Tax Liability/(Asset)	4919.62	2810.00	4269.00	2408.00	3931.00

Based on schedule of reversal of Timing Differences giving rise to deferred tax liabilities, the management believes there is requisite degree of virtual certainty that the deferred tax assets, to the extent recognized would be realized.

- **8.** Based on the information available with the company, there are no suppliers/Service providers who are registered as Micro, Small or Medium Enterprises under the "Micro, Small and Medium Enterprises Development Act, 2006", ten months Period ended 31st January, 2014 and Year ended 31st March, 2013, 31st March, 2012, 31st March, 2011 and 31st March, 2010.
- **9.** Figures for current period are for ten months ended on 31st January 2014 and hence not comparable with previous year.



Shri Krishna Prasadam Limited

Annexure V -Restated Summary Statement of Share Capital

Particulars		As at								
	31-Ja	n-14	31-M	lar-13	31-N	1ar-12	31-Mar-11		31-Mar-10	
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
Equity Share										
Authorised										
Equity Shares of `10/- Each	5,000,000	50,000,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00
Issued, Subscribed and Paid up										
Equity Shares of ` 10/- each fully paid	2,707,190	27,071,900.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00
up										
Total Equity Shares	2,707,190	27,071,900.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00

Reconciliation of the number of shares outstanding

Particulars			As at							
	31-Ja	an-14	31-M	lar-13	31-Mar-12		31-Mar-11		31-Mar-10	
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
Equity Shares outstanding at the beginning of the year	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00
Equity Shares Issued during the year	2,697,190	26,971,900.00	0	0.00	0	0.00	0	0.00	0	0.00
Equity Shares bought back during the year	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Equity Shares outstanding at the end of the year	2,707,190	27,071,900.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00	10,000	100,000.00

Details of Shareholders holding more than 5 percent shares

Particulars		As at								
	31-Ja	n-14	31-M	lar-13	31-Mar-12		31-Mar-11		31-Mar-10	
	No. of Shares Held	% of Holding	No. of Shares	% of Holding						
		•	Held	,	Held	•	Held	-	Held	•
Equity Share of Rs. 10 each fully										
paid up										
Mr.Kulbhushan Parashar	189,030	6.98	7,500	75.00	7,500	75.00	7,500	75.00	7,500	75.00
Mr. Nitin Kr. Singhal	-	-	2,500	25.00	2,500	25.00	2,500	25.00	2,500	25.00
KPCorp Consultants Private limited	271,600	10.03	0	0	0	0	0	0	0	0
Kulbhushan Parashar (HUF)	374,700	13.84	0	0	0	0	0	0	0	0
Ajay Beswal	244,000	9.01	0	0	0	0	0	0	0	0



Shri Krishna Prasadam Limited Annexure VI - Restated Summary Statement of Reserves and Surplus

Particulars					Amount in Rs.	
	As at					
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	
Reserve & Surplus						
Profit/ (Loss) Brought Forward	107,842.07	96,855.99	57,926.12	19,491.42	0.00	
Add: restated profit/ (Loss) for the year	343,994.03	10,986.08	38,929.87	38,434.70	19,491.42	
Profit/ (Loss) Carried Forward	451,836.10	107,842.07	96,855.99	57,926.12	19,491.42	
Add: Share Premium on Issue of shares	14,107,747.50	0.00	0.00	0.00	0.00	
Less: Share Permium utilized for issuing bonus shares.	(13,535,950.00)	0.00	0.00	0.00	0.00	
Less: Share Permium utilized for amortisation of issue expenses.	(426,850.00)	0.00	0.00	0.00	0.00	
Total Reserve & Surplus	596,783.60	107,842.07	96,855.99	57,926.12	19,491.42	

Shri Krishna Prasadam Limited Annexure VII - Restated Summary Statement of Contingent Liabilities

Particulars				Α	mount in Rs.
	As at				
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Contingent liabilities in respect of:					
Claims against the company not acknowledged as debts	0.00	0.00	0.00	0.00	0.00
Guarantees	0.00	0.00	0.00	0.00	0.00
Other moneys for which the company is contingently liable	0.00	0.00	0.00	0.00	0.00
Commitments (to the extent not provided for)					
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.00	0.00	0.00	0.00	0.00
Uncalled liability on shares and other investments partly paid	0.00	0.00	0.00	0.00	0.00
Other commitments	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00

Shri Krishna Prasadam Limited Annexure VIII -Restated Summary Statement of Rates of Dividend Paid

Particulars	Amount in Rs.							
			As at					
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
Equity Dividend								
Equity shares (In nos)	2,707,190	10,000	10,000	10,000	10,000			
Face value (Rs.)	10.00	10.00	10.00	10.00	10.00			
Equity Share Capital (Amount in Rs.)	27,071,900.00	100,000.00	100,000.00	100,000.00	100,000.00			
Rate of Dividend %	0.00	0.00	0.00	0.00	0.00			
Amount of Dividend	0.00	0.00	0.00	0.00	0.00			



Shri Krishna Prasadam Limited Annexure IX -Restated Summary Statement of Other Income

Particulars					Amount in Rs.		Nature
	For Ten Months Period Ended	Fo	r the year end	ed	Period from Incorporation date till March		
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31, 2010	Recurring/ non-recurring	Related/Not related to business activity
Interest Income	0.00	0.00	0.00	0.00	0.00	N.A	N.A
Profit on sale of Assets	0.00	0.00	0.00	0.00		N.A	N.A
Provisions/ Liabilities no longer required, written back Rent	0.00	0.00	0.00	0.00	0.00	N.A	N.A
Profit on Sale of Current Investments	0.00	0.00	0.00	0.00	0.00	N.A	N.A
Profit on Sale of Non-Current Investments	0.00	0.00	0.00	0.00	0.00	N.A	N.A
Gain on foreign exchange fluctuation(net)	0.00	0.00	0.00	0.00	0.00	N.A	N.A
Miscellaneous income	0.00	0.00	0.00	0.00	0.00	N.A	N.A
Total Other Income	0.00	0.00	0.00	0.00	0.00		
Net Profit / (Loss) before tax as restated	497820.60	16364.08	58895.87	58758.70	28205.42		
% of Other Income	0.00%	0.00%	0.00%	0.00%	0.00%		

Note:-

- 1. The above amounts are as per the statement of Profit & Loss, as restated of the company.
- 2. N.A denotes Not Applicable.

Shri Krishna Prasadam Limited
Annexure X- Restated Summary Statement of Accounting Ratios

Particulars					Amount in Rs.
			As at		
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Net Worth (A)	27,668,683.60	207,842.07	196,855.99	157,926.12	119,491.42
Less: Preliminary Expenses (Under the head	-	3,000.00	6,000.00	9,000.00	12,000.00
Other Current Assets) (A1)		·	,	ŕ	,
Adjusted Net Worth (A2)	27,668,683.60	204,842.07	190,855.99	148,926.12	107,491.42
Restated Profit after tax (B)	343,994.03	10,986.08	38,929.87	38,434.70	19,491.42
No. of shares outstanding at the end of the	2,707,190	10,000	10,000	10,000	10,000
vear (C)	, ,	,	·	,	,
Weighted average no of Equity shares at	1,420,792	1,363,595	1,363,595	1,363,595	1,363,595
the time of end of the year (Also adjusted					
for issue of Bonus Shares) (D)					
Weighted average no of Potential Equity	1,420,792	1,363,595	1,363,595	1,363,595	1,363,595
shares for Diluted EPS (E)				, ,	
Current Assets (F)	17,608,709.46	757,429.01	675,429.93	296,981.12	67,497.42
Current Liabilities (G)	5,105,161.95	21,275.00	52,417.00	37,847.00	9,783.00
Earning Per Share (Rs.) (B/D)	0.24	0.01	0.03	0.03	0.01
Diluted Earning Per Share (Rs.) (B/E)	0.24	0.01	0.03	0.03	0.01
Return on Net worth (%) (B/A2)	1.24%	5.36%	20.40%	25.81%	18.13%
Net asset value per share (A2/C)	10.22	20.48	19.09	14.89	10.75
Current Ratio (F/G)	3.45	35.60	12.89	7.85	6.90

- 1. Earnings per share = Profit available to equity shareholders/ weighted avg number of outstanding of equity shares during the year.
- 2. Diluted Earnings per share = Profit available to equity shareholders/ weighted avg number of potential equity shares outstanding during the year
- 3. Weighted Average number of outstanding Equity Shares has been calculated in terms of the



requirement of AS-20 issued by Institute of Chartered Accountants of India (including the impact of issue of Bonus shares on 13,53,595 Equity Shares on January 31, 2014.

- 4. Return on Net worth (%) = Profit available for Equity shareholders/Net worth X 100
- 5. Net asset value/Book value per share (Rs.) = Net worth/No. of equity shares
- 6. Current Ratio= Current Assets/ Current Liabilities.
- 7. The company does not have any revaluation reserves or extraordinary items.

Shri Krishna Prasadam Limited Annexure XI -Restated Summary Statement of Capitalization

Particulars	Pre Issue as at 31st January 2014	As Adjusted for Issue*
- Debt:		
Short Term Debt	0.00	0.00
Long Term Debt	0.00	0.00
Total Debts (A)	0.00	0.00
-Shareholders Funds:		
Share Capital	27,071,900.00	48,671,900.00
Reserves & surplus	596,783.60	596,783.60
Total Shareholders Funds(B)	27,668,683.60	49,268,683.60
Long Term Debt/Shareholders' Funds	0.00	0.00
Total Debt /Shareholders' Fund	0.00	0.00

Shri Krishna Prasadam Limited Annexure XII - Restated Summary Statement of Tax Shelters

Particulars	Amount in Rs.								
			As at						
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10				
Income from Business	490,993.35	21,100.00	52,900.00	63,700.00	15,484.42				
Net Profit/(Loss) before taxes and extraordinary	497,820.60	16,364.08	58,895.87	58,758.70	28,205.42				
items as per books*									
Tax Rate Applicable %									
Minimum Alternate Taxes (MAT)	19.055%	19.055%	19.055%	18.54%	15.45%				
Tax at Normal Tax Rates	30.90%	30.90%	30.90%	30.90%	30.90%				
Tax at Normal Tax rate(A)	30.90%	30.90%	30.90%	30.90%	30.90%				
Adjustments									
- Exempt Incomes	0.00	0.00	0.00	0.00	0.00				
- Depreciation as per companies act, 1956	19,575.29	25,756.00	12716.00	18575.00	14622.00				
- Depreciation as per Income Tax Act, 1961	(26,402.54)	(21,034.00)	(18,740.00)	(13,646.00)	(27,343.00)				
- Other Adjustments	0.00	0.00	0.00	0.00	0.00				
Net Adjustments	(6,827.25)	4,722.00	(6,024.00)	4,929.00	(12,721.00)				
Taxable Income (B)	490,993.35	21,100.00	52,900.00	63,700.00	15,484.42				
Total Tax Payable as per Normal Rate(C)	151,716.95	6,521.00	16,346.00	19,683.00	4,783.00				
Tax Payable as per Minimum Alternate Tax U/s 115 JB of the Income Tax Act, 1961 (D)	0.00	0.00	0.00	0.00	0.00				
Net Tax (Higher of C & D)	151716.95	6521.00	16346.00	19683.00	4783.00				
Net Tax (Higher of C & D) (Rounded Off)	151716.95	6521.00	16346.00	19683.00	4783.00				

^(*) Tax payable as per computation made for provision for tax.



Shri Krishna Prasadam Limited Annexure XIII -Statement of Long-Term Borrowings

Particulars	Amount in Rs.							
			As at					
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
Long Term Borrowings								
- Secured Borrowings	0.00	0.00	0.00	0.00	0.00			
- Unsecured Borrowings	0.00	589652.94	511794.94	145933.00	0.00			
Total Long Term Borrowings	0.00	589652.94	511794.94	145933.00	0.00			

Long Term Borrowings taken from Directors / Promoters / Promoter Group Companies / Relatives of Promoters / Relatives of Directors / Subsidiary Companies

Particulars	Amount in Rs.							
			As at					
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
Kulbhushan Parashar	-	282,181.00	415,781.00	145,933.00	-			
Nitin Singhal	-	307,471.94	96,013.94	-				

Shri Krishna Prasadam Limited Annexure XIV - Restated Statement of Short-Term Borrowings

Particulars	Amount in Rs.								
	As at								
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10				
Short Term Borrowings									
- Secured Borrowings	0.00	0.00	0.00	0.00	0.00				
- Unsecured Borrowings	0.00	0.00	0.00	0.00	0.00				
Total Short term Borrowings	0.00	0.00	0.00	0.00	0.00				

Principal Terms and Conditions and Security of the Secured Loans outstanding:

Name of BanK	Type of Facility	Interest Rate	Security	Repayment Schedule
N.A.	N.A.	N.A.	N.A.	N.A.

Note:- The Company does not have any Short Term Borrowings from promoters/group companies/subsidiaries/ material associate companies/related parties as per AS-18 issued by the Institute of Chartered Accountants of India.



Shri Krishna Prasadam Limited Annexure XV -Statement of Long-Term Provisions and Other Long-Term Liabilities

Particulars	Amount in Rs.					
			As at			
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	
Other Long-Term Liabilities						
Trade Payables	0.00	0.00	0.00	0.00	0.00	
Others	0.00	0.00	0.00	0.00	0.00	
- Interest accrued but not due on	0.00	0.00	0.00	0.00	0.00	
borrowings						
- Others	0.00	0.00	0.00	0.00	0.00	
Total Other Long-Term Liabilities	0.00	0.00	0.00	0.00	0.00	
Long-Term Provisions						
Provision for Employee Benefits						
- Gratuity	0.00	0.00	0.00	0.00	0.00	
- Leave Salary	0.00	0.00	0.00	0.00	0.00	
Total Long-Term Provisions	0.00	0.00	0.00	0.00	0.00	

						90	A	
							Annexure- XVI	
1. Re	lated Party Disclosures fo				ance with AS -	18 issued by The	<u>ICAI</u>	
a)	List of related parties 8	relationships,	where contro	l exists.				
<u>Sr.</u> <u>No.</u>	Nature of Relationship			Name of Parties				
1	Holding Company	Holding Company						
2	Subsidiary Company	Subsidiary Company						
3	Associates			Nil				
4	Key Management Personr	nel			ıshan Parashar umar Singhal			
5	Relatives of Key Managen	nent Personnel		1. Harpre	eet Parashar			
6	Enterprises where Significa Management Personnel	ant Influence exi	st by Key	Corporate Capital ventures Private Limited Corp Consultants (Partnership Firm) Pirotechnia Engineering Pvt. Ltd. Kulbhushan Parashar (HUF) Empyrean Reasearch Pvt. Limited				
b)	Transactions with Rela	ted Parties				(Am	nount in Rs.)	
Sr. No.	Transactions	Holding Company	Subsidiary Company	Associates	Key Manageme nt Personnel / Individuals	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel	
1	Remuneration	Nil	Nil	Nil	375000/-	Nil	Nil	
2	Purchase of Finished Material	(Nil) Nil (Nil)	(Nil) Nil (Nil)	(Nil) Nil (Nil)	(Nil) Nil (Nil)	(Nil) Nil (Nil)	(Nil) Nil (Nil)	
3	Purchase of Raw Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
4	Purchase of Capital Items	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
5	Repairing & Machining	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
6	Rent	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
7	Share Capital	Nil (Nil)	Nil (Nil)	Nil (Nil)	100000/- (Nil)	Nil (Nil)	Nil (Nil)	
8	Outstanding as on 31.0	03.2010	<u> </u>	<u> </u>		<u> </u>	<u> </u>	
	a) Amount Receivable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
	b) Amount Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
	c) Security Deposit Received	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	

a) Figures in bracket represent previous year amounts.b) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.



a)	List of related parties 8			<u>2011 i</u> n accorda exists.		-		
Sr. No.	Nature of Relationship			Name of Parties				
1	Holding Company			Nil				
2	Subsidiary Company			Nil				
3	Associates			Nil				
4	Key Management Person	nel			shan Parashar umar Singhal			
5	Relatives of Key Managen	nent Personnel		1. Harpre	et Parashar			
6	Enterprises where Signific Management Personnel	ant Influence exi	st by Key	2. KP Co 3. Pirote 4. Kulbh 5. Empy 6. Divini		(HUF) Pvt. limited . Limited		
b)	Transactions with Rela	ted Parties		1		(Am	nount in Rs.)	
Sr. No.	Transactions	Holding Company	Subsidiary Company	Associates	Key Manageme nt Personnel / Individuals	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel	
1	Remuneration	Nil (Nil)	Nil (Nil)	Nil (Nil)	240000/- (375000/-)	Nil (Nil)	Nil (Nil)	
2	Purchase of Finished Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
3	Purchase of Raw Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
4	Purchase of Capital Items	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
5	Repairing & Machining	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
6	Rent	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
7	Share Capital	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
8	Borrowings	Nil (Nil)	Nil (Nil)	Nil (Nil)	145933/- (Nil)	Nil (Nil)	Nil (Nil)	
8	Outstanding as on 31.0	03.2011						
	a) Amount Receivable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	
	b) Amount Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	145933/- (Nil)	Nil (Nil)	Nil (Nil)	



c) Security Deposit	Nil	Nil	Nil	Nil	Nil	Nil
Received	(Nil)	(Nil)	(Nil)	(Nil)	(Nil)	(Nil)

- a) Figures in bracket represent previous year amounts.b) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

3. Re	lated Party Disclosures fo	or the year er	nded <u>31st Mar</u>	<u>ch 2012 i</u> n acc	cordance with AS	- 18 issued by Th	e ICAI		
a)	List of related parties 8			rol exists.					
<u>Sr.</u> No.	Nature of Relationship			Name of Pa	<u>rties</u>				
1	Holding Company			Nil					
2	Subsidiary Company			Nil					
3	Associates		Nil						
4	Key Management Personi	nel			hushan Parashar Kumar Singhal				
5	Relatives of Key Managen	nent Personnel			peet Parashar navna Agarwal				
6	Enterprises where Signific Management Personnel	ant Influence e:	xist by Key	 Corporate Capital ventures Private limited KP Corp Consultants (Partnership Firm) Kulbhushan Parashar (HUF) Divinus Promoters Pvt. Limited RSJ Advisors Pvt. Ltd 					
b)	Transactions with Rela	ted Parties					(Amount in Rs.)		
Sr. No.	Transactions	Holding Company	Subsidiary Company	Associates	Key Management Personnel / Individuals	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel		
1	Remuneration	Nil (Nil)	Nil (Nil)	Nil (Nil)	480000/- (240000/-)	Nil (Nil)	Nil (Nil)		
2	Purchase of Finished Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
3	Purchase of Raw Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
4	Purchase of Capital Items	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
5	Repairing & Machining	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
6	Rent	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
7	Share Capital	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
8	Borrowings	Nil (Nil)	Nil (Nil)	Nil (Nil)	365862/- (145933/-)	Nil (Nil)	Nil (Nil)		
8	Outstanding as on 31.0	<u>03.2012</u>		1	1				
	a) Amount Receivable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		



b) Amount Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	511795/- (145933/-)	Nil (Nil)	Nil (Nil)
c) Security Deposit	Nil	Nil	Nil	Nil	Nil	Nil
Received	(Nil)	(Nil)	(Nil)	(Nil)	(Nil)	(Nil)

- a) Figures in bracket represent previous year amounts.b) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

4. Related Party Disclosures for the year ended 31st March 2013 in accordance with AS - 18 issued by The ICAI										
a)	List of related parties 8		where control							
<u>Sr.</u> No.	Nature of Relationship			Name of Part	<u>ies</u>					
1	Holding Company			Nil						
2	Subsidiary Company			Nil						
3	Associates			Nil						
4	Key Management Person	nel			iushan Parashar Kumar Singhal					
5	Relatives of Key Manager	nent Personnel			reet Parashar avna Agarwal					
6	Enterprises where Signific Management Personnel	ant Influence exi	st by Key	 KP Corp Consultants Private Limited Corporate Capital ventures Private Limited KP Corp Consultants (Partnership Firm) RSJ Advisors Pvt. Ltd Divinus Promoters Pvt. Limited Kulbhushan Parashar (HUF) 						
b)	Transactions with Rela	ated Parties					(Amount in Rs.)			
Sr. No.	Transactions	Holding Company	Subsidiary Company	Associates	Key Management Personnel / Individuals	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel			
1	Remuneration	Nil (Nil)	Nil (Nil)	Nil (Nil)	470000/- (480000/-)	Nil (Nil)	Nil (Nil)			
2	Purchase of Finished Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
3	Purchase of Raw Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
4	Purchase of Capital Items	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
5	Purchase of Consumables	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
6	Repairing & Machining	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
7	Rent	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
8	Borrowings	Nil (Nil)	Nil (Nil)	Nil (Nil)	77858/- (365862/-)	Nil (Nil)	Nil (Nil)			
8	Revenue	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			
9	Share Capital	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)			



10	<u>Outstanding as on 31.03.2013</u>								
	a) Amount Receivable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
	b) Amount Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	589653/- (511795/-)	Nil (Nil)	Nil (Nil)		
	c) Security Deposit Received	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		

- a) Figures in bracket represent previous year amounts.b) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

a)	List of related parties 8	k relationship	s, where contr	ol exists.					
<u>Sr.</u> No.	Nature of Relationship	!		Name of Part	<u>ies</u>				
1	Holding Company			Nil	Nil				
2	Subsidiary Company			Nil	1				
3	Associates			Nil					
4	Key Management Person			nushan Parashar Kumar singhal					
5	Relatives of Key Manager			reet Parashar avna Agarwal					
6	Enterprises where Significant Influence exist by Key Management Personnel			 KP Corp Consultants Private Limited Corporate Capital ventures Private Limited KP Corp Consultants (Partnership Firms) Kulbhushan Parashar (HUF) Divinus Promoters Pvt. Limited RSJ Advisors Pvt. Ltd 					
b)	Transactions with Rela	ated Parties		l					
Sr. N	Transactions	Holding Company	Subsidiary Company	Associates	Key Managemen t Personnel / Individuals	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel		
1	Remuneration	Nil (Nil)	Nil (Nil)	Nil (Nil)	150000/- (470000/-)	Nil (Nil)	Nil (Nil)		
2	Purchase of Finished Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
3	Purchase of Raw Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
4	Purchase of Capital Items	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
5	Purchase of Consumables	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		
6	Repairing & Machining	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)		



7	Rent	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
8	Borrowings	Nil (Nil)	Nil (Nil)	Nil (Nil)	(589653/-) (77858/-)	Nil (Nil)	Nil (Nil)
9	Revenue	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
10	Share Capital	Nil (Nil)	Nil (Nil)	Nil (Nil)	1,783,808 (Nil)	Nil (Nil)	6,624,575 (Nil)
11	Outstanding as on 31.0	01.2014					
	a) Amount Receivable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	b) Amount Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (589653/-)	Nil (Nil)	Nil (Nil)
	c) Share Application Money	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)

- a) Figures in bracket represent previous year amounts.b) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

Shri Krishna Prasadam Limited Annexure XVII -Restated Summary Statement of Long-Term Loans and Advances and Other Non-Current Assets

Particulars					Amount in Rs.
1			As at		
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
A. Long-Term Loans and Advances					
Advances recoverable in cash or in kind or for					
value to be received					
Loans					
Considered good (Secured)	0.00	0.00	0.00	0.00	0.00
Considered good (Unsecured)	5,000,000.00	0.00	0.00	0.00	0.00
Considered Doubtful(Unsecured)	0.00	0.00	0.00	0.00	0.00
Advances					
Considered good (Secured)	0.00	0.00	0.00	0.00	0.00
Considered good (Unsecured)	10,075,000.00	0.00	0.00	0.00	0.00
Considered Doubtful(Unsecured)	0.00	0.00	0.00	0.00	0.00
Less: Provision	0.00	0.00	0.00	0.00	0.00
Total Long-Term Loans and Advances (A)	15,075,000.00	0.00	0.00	0.00	0.00
B. Other Non- Current Assets					
Long term Trade Receivables	0.00	0.00	0.00	0.00	0.00
Tangible Assets	95,055.71	64,151.00	89,907.00	47,133.00	65,708.00
Intangible Assets	0.00	0.00	0.00	0.00	0.00
Total Other Non- Current Assets (B)	95,055.71	64,151.00	89,907.00	47,133.00	65,708.00

Amounts given to Directors / Promoters / Promoter Group Companies / Relatives of Promoters / Relatives of Directors / Subsidiary Companies								
Particulars	Amount in Rs.							
			As at					
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
	0.00	0.00	0.00	0.00	0.00			



Shri Krishna Prasadam Limited Annexure XVIII -Restated Summary Statement of Short-Term Loans and Advances and Other Current Assets

Particulars					Amount in Rs.
			As at		
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
A. Short Term Loans and Advances					
Loan and Advances -Unsecured	0.00	0.00	0.00	0.00	0.00
Other Loans & Advances	0.00	0.00	0.00	0.00	0.00
Security Deposits	12,000.00	0.00	0.00	0.00	0.00
Advance For Purchase of Land	-	0.00	0.00	0.00	0.00
Advance receivable in cash or kind	-	0.00	0.00	0.00	0.00
TDS Receivables	-	0.00	0.00	0.00	0.00
Total Short-Term Loans and	12,000.00	-	-	-	-
Advances (A)					
B. Other Current Assets					
Pre- Operative Expenses	0.00	-	-	-	-
Advance paid	0.00	0.00	0.00	0.00	0.00
Preliminary Expenses	0.00	3,000.00	6,000.00	9,000.00	12,000.00
Cenvat Input Tax Receivable	24,720.00	0.00	0.00	0.00	0.00
Other Receivable	0.00	0.00	0.00	0.00	0.00
Other Current Assets(B)	24,720.00	3,000.00	6,000.00	9,000.00	12,000.00

Shri Krishna Prasadam Limited Annexure XIX -Restated Summary Statement of Trade Payables, Other Current Liabilities and Short-Term Provisions

Particulars				A	mount in Rs.
			As at		
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Current Liabilities					
A.Trade Payables					
- Sundry Creditor	4,933,093.00	0.00	0.00	0.00	0.00
- Creditor for Expenses	-	0.00	0.00	0.00	0.00
Total trade payables	4,933,093.00	0.00	0.00	0.00	0.00
B.Other Current Liabilities					
Salary Payable	0.00	0.00	0.00	0.00	0.00
TDS Payable	20,352.00	800.00	0.00	0.00	0.00
Expenses Payable	-	13,958.00	34,312.00	16,000.00	5,000.00
Total Other Current Liabilities	20,352.00	14,758.00	34,312.00	16,000.00	5,000.00
C. Short Term Provisions					
Provision for Income Tax	151,716.95	6,517.00	18,105.00	21,847.00	4,783.00
Others	0.00	0.00	0.00	0.00	0.00
Provision for Other Expenses	0.00	0.00	0.00	0.00	0.00
Total Short Term Provisions	151,716.95	6,517.00	18,105.00	21,847.00	4,783.00

Shri Krishna Prasadam Limited Annexure XX - Restated Summary Statement of Trade Receivables (Unsecured, Considered Good)

Age wise Breakup	Amount in Rs.						
			As at				
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10		
Outstanding for a period exceeding six months from the date they are due for payment	0.00	0.00	0.00	0.00	0.00		
Other trade receivables	8,208,258.00	0.00	0.00	0.00	0.00		
Total	8,208,258.00	0.00	0.00	0.00	0.00		

Note:- The Company does not have any Trade Receivable from promoters/group companies/subsidiaries/ material associate companies/related parties as per AS-18 issued by the

Institute of Chartered Accountants of India.

Shri Krishna Prasadam Limited Annexure XXI - Restated Summary Statement of Non-Current Investments

Particulars		Amount in Rs.										
		As at										
	31-J	31-Jan-14		Mar-13	31-	Mar-12	31-Mar-11		31-Mar-10			
	No. of Shares	Aggregate Book Value	No. of Shares	Aggregate Book Value		Aggregate Book Value	No. of Shares	Aggregate Book Value	No. of Shares	Aggregate Book Value		
Non -current investments												
1. SHARES- QUOTED	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00		
2. SHARES- UNQUOTED	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00		
Total Non current Investments	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00		
Aggregate Market Value												
Quoted Share	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00		

Shri Krishna Prasadam Limited Annexure XXII - Statement of Current Investments

Particulars									A	mount in Rs.	
					-	As at					
	31-	-Jan-14	31-1	31-Mar-13		31-Mar-12		31-Mar-11		31-Mar-10	
	No. of Shares	Aggregate Book Value	No. of Shares	Aggregate Book Value							
Current Investments											
Investment in Equity Instruments	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Investment in Preference Shares	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Investments in Government or trust Securities	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Investments in debentures or	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Investments in Mutual Funds	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Investments in Partnership Firms	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Other Instruments (specify Nature)	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
SHARES- UNQUOTED	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	
Total Current Investments	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	

Shri Krishna Prasadam Limited Annexure XXIII - Statement of Inventories

Particulars	Amount in Rs							
			As at					
	31-Jan-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
Inventories								
Raw Materials	0.00	0.00	0.00	0.00	0.00			
Work-in-Progress	0.00	0.00	0.00	0.00	0.00			
Finished Goods	0.00	0.00	0.00	0.00	0.00			
Traded Goods	1,970,574.00	312,640.00	246,350.00	84,756.00	0.00			
Stores and Spares	0.00	0.00	0.00	0.00	0.00			
Loose Tools	0.00	0.00	0.00	0.00	0.00			
Others	0.00	0.00	0.00	0.00	0.00			
Total Inventories	1,970,574.00	312,640.00	246,350.00	84,756.00	0.00			



FINANCIAL INFORMATION OF GROUP COMPANIES

The information for the last 3 years based on the audited statements in respect of five listed group companies, irrespective of whether these are covered under section 370(1) (B) of the Companies Act, 1956 or not is given hereunder:

1) M/s KPCorp Consultants Private Limited

The Company was incorporated as a Private Limited Company on April 20, 2012. Its Corporate Identity Number is U74140DL2012PTC234583.

Brief Description of Business:

The Company is engaged in advisory and management consultancy business

The registered office of the Company is located at 2/11 B, Basement, Jangpura A, New Delhi - 110014.

Financial Performance

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011
Authorised Equity Capital	3,60,000.00	Not Available#	Not Available#
Paid up Equity Capital	3,60,000.00	Not Available#	Not Available#
Reserves & Surplus (excluding	5,29,345.21	Not Available#	Not Available#
revaluation reserves)			
Sales/Total Income	2,81,850.00	Not Available#	Not Available#
Profit/(Loss) after Tax (PAT)	9,345.21	Not Available#	Not Available#
Earnings per Share/ Diluted	0.26	Not Available#	Not Available#
Earnings per Share			
NAV per Equity Share*	24.17	Not Available#	Not Available#

Source: Audited Financial Statements

The highest and lowest market price of shares during the preceding six months

The shares of M/s KPCorp Consultants Private Limited are not listed and it has never come out with an IPO or a Rights Issue in the past.

Changes in capital structure during the six months preceding the date of filing of this Prospectus with BSE.

Nil

Information regarding significant adverse factors related to the group companies:

M/s KPCorp Consultants Private Limited has not become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 and is not under winding up;

M/s KPCorp Consultants Private Limited has not remained defunct and no application has been made to the Registrar of Companies for striking off the name of the company during the five years preceding the date of filing of Prospectus with BSE.

The Promoters have not disassociated themselves from M/s KPCorp Consultants Private Limited during the three years preceding the date of filing of Prospectus with BSE.

Common Pursuits

For details of related business transactions within the group kindly refer to page nos. 97 to 102 of the Prospectus.

The related business transactions within the group and their significance on the financial performance of the issuer.

For details of related business transactions within the group kindly refer to page nos. 97 to 102 of the Prospectus.

M/s KPCorp Consultants Private Limited does not have business interests in Shri Krishna Prasadam

[#] The Company was incorporated on April 20, 2012.

^{*}NAV per Equity Share has been calculated after adjusting the "Preliminary expenses to the extent not written off" as appearing in the balance sheet of 2012-13 under the head other current assets.



Limited except for as provided in the section "Related Party Transactions" on page nos. 97 to 102 of this Prospectus.

These transactions have no significant impact on Shri Krishna Prasadam Limited.

2) M/s Corporate Capitalventures Private Limited

The Company was incorporated as a Private Limited Company in the name and style of RSJ Capitalventures Private Limited on September 24, 2009. The name of the Company was changed to its current name Corporate Capitalventures Private Limited and a fresh certificate consequent upon change of name was issued by the Registrar of Companies, NCT of Delhi and Haryana on December 09, 2013. Its Company Identification No. is U74140DL2009PTC194657.

Brief Description of Business:

As per the main objects stated in the Memorandum of Association of the Company, the Company was formed with the object of pursuing business corporate consultant and management advisor. The registered office of the Company is located at 2/11 B, Basement, Jangpura A Block, New Delhi - 110014.

Financial Performance

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011
Authorised Equity Capital	1,00,000	1,00,000	1,00,000
Paid up Equity Capital	1,00,000	1,00,000	1,00,000
Reserves & Surplus (excluding revaluation reserves)	5,19,064	4,39,283	2,78,807
Sales/Total Income	15,83,795	13,16,939	12,25,000
Profit/(Loss) after Tax (PAT)	78,762	1,61,495	2,38,790
Earnings per Share (In Rs.)	7.88	16.15	23.88
Diluted Earnings per Share (In Rs.)	7.88	16.15	23.88
NAV per Equity Share (In Rs.)*	61.56	53.33	36.83

Source: Audited Financial Statements

The highest and lowest market price of shares during the preceding six months

The shares of Corporate Capitalventures Private Limited are not listed and it has never come out with an IPO or a Rights Issue in the past.

There have been no changes in capital structure during the six months preceding the date of filing of this Letter of Offer with SEBI.

Information regarding significant adverse factors related to the group companies:

- (i) Corporate Capitalventures Private Limited has not become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 and is not under winding up;
- (ii) Corporate Capitalventures Private Limited has made a loss in the immediately preceding year.

Corporate Capitalventures Private Limited has not remained defunct and no application has been made to the Registrar of Companies for striking off the name of the company during the five years preceding the date of filing offer document with the SEBI.

The Promoters have not disassociated themselves from Corporate Capitalventures Private Limited during the three years preceding the date of filing the offer document.

Common Pursuits

For details of related business transactions within the group kindly refer to page nos. 97 to 102 of the Prospectus.

The related business transactions within the group and their significance on the financial performance of the issuer.

^{*}NAV per Equity Share has been calculated after adjusting the "Preliminary expenses to the extent not written off" as appearing in the balance sheet of respective years under the head 'other current assets'/ Miscellaneous Expenditure.



For details of related business transactions within the group kindly refer to page nos. 97 to 102 of this Prospectus.

Corporate Capitalventures Private Limited does not have business interests in Shri Krishna Prasadam Limited except for as provided in the section "Related Party Transactions" on page nos. 97 to 102 of this Prospectus.

These transactions have no significant impact on Shri Krishna Prasadam Limited.



CHANGES IN ACOUNTING POLICIES IN THE LAST 3 YEARS

There is has been no change in accounting policies of Shri Krishna Prasadam Limited during the reporting period, except as stated below:

Nil



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our Company's financial condition and results of operations together with our Company's financial statements included in this Prospectus. You should also read the Chapter titled "Risk Factors" beginning on page x of this Prospectus, which enumerates number of factors and contingencies that could impact our Company's financial condition and results of operations.

These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2009 and restated as described in the report of the Peer Review Auditor dated February 05, 2014 in the Chapter titled "Financial Information" beginning on page 79 of this Prospectus.

Our financial year ends on March 31 of each year, so all references to a particular fiscal year to 12 month period ended March 31 of that year. Our Company's historical financial performance may not be considered as indicative of future financial performance.

i. OVERVIEW OF THE BUSINESS OF THE COMPANY

Our Company was originally incorporated on May 28, 2009, as "Shri Krishna Prasadam Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to "Shri Krishna Prasadam Limited" pursuant to a Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 13, 2013 vide a Fresh Certificate of Incorporation consequent upon change of name dated December 24, 2013 issued by the Registrar of Companies, NCT of Delhi and Haryana. The Corporate Identification Number of our company is U70200DL2009PLC190708.

Our Company started its operations in the year 2009 and was initially engaged in the business of manufacturing, exporting and supplying of gemstones, stone jewelry, rudraksha beads, shivlings, shri yantras, sphatik ganesh, rudraksha pendant, rudraksha mala, etc. in India.

However, in view of the market scenario and increase in the custom duty payable on Gold, the Board of Directors decided to alter the object clause of the Company in order to allow it to operate in areas such as trading in agricultural and other commodities, real estate, consultancy services and agricultural activities. Accordingly, the Board of Directors of the Company, in their meeting held on October 08, 2013, resolved to amend the object clause of the memorandum of association.

Our Promoters are Mr. Kulbhushan Parashar, Mrs. Harpreet Parashar, Kulbhushan Parashar HUF and KPCorp Consultants Private Limited.

ii. SIGNIFICANT DEVELOPMENTS AFTER THE PERIOD ENDED JANUARY 31, 2014 THAT AFFECT OUR FUTURE RESULTS OF OPERATIONS

In the opinion of the Board of Directors, no events or circumstances have arisen since the date of the last Audited Financial Statements contained in this Prospectus which may materially or adversely affects or is likely to affect the trading and profitability of the Company, or the value of its assets, or its ability to pay liabilities within next twelve months.

iii. KEY FACTORS AFFECTING THE RESULTS OF OPERATIONS

Our Company's business is subject to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page x of this Prospectus. Some of the important factors that may affect the results of operations, financial condition and cash flows are discussed in this section.

- A slowdown in economic growth in India
- Regulatory changes with regard to Direct/Indirect taxes
- Instability of economic policies and the political situation
- Any downgrading of India's debt rating by a domestic or international rating agency
- · Change in Laws and Regulations governing Agriculture and/or Real Estate Industry

1. ACCOUNTING CONCEPTS

The financial statements are prepared under historical cost convention, on the accrual basis of accounting in accordance with the Companies Act, 1956 and the Accounting Principles Generally



Accepted in India ('Indian GAAP') and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

3. TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

4. INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, are not capitalized and expensed off in the Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

5. **DEPRECIATION**

Depreciation on assets is provided on Written down value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule XIV to the Companies Act, 1956, whichever is higher.

Depreciation on fixed assets added/disposed off during the year/period is provided on pro-rata basis with reference to the date of addition/disposal. Individual assets costing upto Rs. 5000 are depreciated in full in the year of purchase.

6. **BORROWING COSTS**

Borrowing cost that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the asset/project. All other borrowing costs are treated as period cost and charged to the profit and loss account in the year in which incurred.

7. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

8. INVESTMENTS

Long-term investments are stated at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature. Current investments are stated at lower of cost or market value.

9. INVENTORIES

i. Inventories are stated at cost or net realizable value whichever is lower on FIFO basis.

10. REVENUE RECOGNITION

i. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.



- ii. Interest due on delayed payments by customers is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.
- iii. Sale is recognized on dispatch to goods from point of sales.
- iv. Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9-"Revenue Recognition".
- v. Insurance and other claims are recognized in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess / shortfall is adjusted in the year of receipt.

11. FOREIGN CURRENCY TRANSACTIONS

- i. Foreign currency transactions are recorded at exchange rates prevailing on the date of respective transactions.
- ii. Current assets and current liabilities in foreign currencies existing at balance sheet date are translated at year-end rates.
- iii. Foreign currency translation differences related to acquisition of imported fixed assets are adjusted in the carrying amount of the related fixed assets. All other foreign currency gains and losses are recognized in the profit and loss account.

12. ACCOUNTING FOR TAXES ON INCOME

- i. Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961.
- ii. Deferred tax on timing differences between taxable and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed depreciation are recognized only when there is a virtual certainty of their realization. Other items are recognized only when there is a reasonable certainty of their realization.

13. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when:

- the Company has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

SUMMARY AND COMPARISION OF SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE OF THE COMPANY

The following table sets forth selected financial data from our restated profit and loss accounts for financial years ended March 31, 2013, 2012 and 2011 and for the ten months period ended on January 31, 2014:

Amount in Rs. Lacs

Particulars	Ten Months Period Ended 31.01. 2014		Year E 31.03				Year Ended 31.03.2011	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Revenue from Operations	169.80	100.00	25.71	100.00	16.34	100.00	9.64	100.00
Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Revenue	169.80	100.00	25.71	100.00	16.34	100.00	9.64	100.00
Cost of Goods sold	157.47	92.74	15.25	59.31	6.58	40.28	4.28	44.42
Employee Benefits Expenses	2.93	1.73	6.11	23.76	6.10	37.34	3.45	35.80
Finance Cost	0.06	0.03	0.03	0.12	0.02	0.11	0.03	0.34



Depreciation and amortization expenses	0.23	0.13	0.29	1.12	0.16	0.96	0.22	2.24
Other expenses	4.14	2.44	3.87	15.07	2.89	17.70	1.07	11.10
Total Expenses	164.82	97.07	25.55	99.36	15.75	96.40	9.05	93.90
Profit before Tax	4.98	2.93	0.16	0.64	0.59	3.60	0.59	6.10
Tax Expenses/ (Income)	Tax Expenses/ (Income)							
Current Tax (After adjustment of MAT Entitlement	1.52	0.89	0.07	0.27	0.18	1.11	0.22	2.27
Deferred tax charge /(credit)	0.02	0.01	(0.01)	(0.06)	0.02	0.11	(0.02)	(0.16)
Profit for the period	3.44	2.03	0.11	0.43	0.39	2.38	0.38	3.99

TEN MONTHS PERIOD ENDED JANUARY 31, 2014

1) Total Revenue

Total Income was Rs. 169.80 Lacs.

2) Total Expenditure

Total Expenses was Rs. 164.82 Lacs. Total expenses stood at 97.07 % of the total income.

3) Revenue from operations

The Revenue from Operations stood at Rs. 169.80 Lacs. It amounts to 100% of the total income.

4) Other income

The other income stood at Nil.

5) Cost of Goods Sold

The Cost of Goods Sold stood at Rs. 157.47 Lacs. It amounts to 92.74% of the total income.

6) Employee Benefit Expenses

The Employee Benefit Expenses stood at Rs. 2.93 Lacs. It amounts to 1.73% of the total income.

7) Finance Cost

The finance cost stood at Rs. 0.06 Lacs. It amounts to 0.03% of the total income

8) Depreciation and amortization expenses

The Depreciation and amortization expenses stood at Rs. 0.23 Lacs. It amounts to 0.13% of the total income.

9) Other Expenses

The other expenses stood at Rs. 4.14 Lacs. It amounts to 2.44% of the total income.

10) Profits Before Tax

The Profit before tax stood at Rs. 4.98 Lacs. It amounts to 2.93% of the total income.

11) Profits After Tax

The profits after tax stood at Rs. 3.44 Lacs. It amounts to 2.03% of the total income.

Comparison of Fiscal 2013 to Fiscal 2012

1) Total Revenue

Total Income increased by 57.30% in fiscal 2013 to Rs. 25.71 Lacs from Rs. 16.34 Lacs over the same period in the previous year.

2) Total Expenditure

Total Expenses during fiscal 2013 increased by 62.14% over fiscal 2012 i.e. increase from Rs. 15.75 Lacs in fiscal 2012 to Rs. 25.55 Lacs in fiscal 2013. Total expenses in fiscal 2013 stood at 99.36% of the total income as compared to 96.40% in fiscal 2012.



3) Revenue from operations

Revenue from operation increased by 57.30% in fiscal 2013 to Rs. 25.71 Lacs from Rs. 16.34 Lacs over the same period in the previous year.

4) Other income

Other income stood at Nil in fiscal 2013 as well as 2012.

5) Cost of Goods Sold

Cost of Goods Sold as a percentage of total income, has increased from 40.28% in fiscal 2012 to 59.31% in fiscal 2013. In absolute terms it has increased by 131.58% from Rs. 6.58 Lacs in fiscal 2012 to Rs. 15.25 Lacs in fiscal 2013.

6) Employee Benefit Expenses

Employee Benefit Expenses as a percentage of total income, has decreased from 37.34% in fiscal 2012 to 23.76% in fiscal 2013. In absolute terms it has increased by 0.07% from Rs. 6.10 Lacs in fiscal 2012 to Rs. 6.11 Lacs in fiscal 2013.

7) Finance Cost

Finance cost as a percentage of total income, have increased from 0.11% in fiscal 2012 to 0.12% in fiscal 2013. In absolute terms it has increased by 69.31% from Rs. 0.02 Lacs in fiscal 2012 to Rs. 0.03 Lacs in fiscal 2013.

8) Other Expenses

Other expenses as a percentage of total income, have decreased from 17.70% in fiscal 2012 to 15.07% in fiscal 2013. In absolute terms it has increased by 33.91% from Rs. 2.89 Lacs in fiscal 2012 to Rs. 3.87 Lacs in fiscal 2013.

9) Profits Before Tax

Profits before tax as a percentage of total income, have decreased from 3.60% in fiscal 2012 to 0.64% in fiscal 2013. In absolute terms it has decreased by 72.22% from Rs. 0.59 Lacs in fiscal 2012 to Rs. 0.16 Lacs in fiscal 2013.

10) Profits After Tax

Profits after tax as a percentage of total income, have decreased from 2.38% in fiscal 2012 to 0.43% in fiscal 2013. In absolute terms it has decreased by 71.78% from Rs. 0.39 Lacs in fiscal 2012 to Rs. 0.11 Lacs in fiscal 2013.

Comparison of Fiscal 2012 to Fiscal 2011

1) Total Revenue

Total Income increased by 69.59% in fiscal 2012 to Rs. 16.34 Lacs from Rs. 9.64 Lacs over the same period in the previous year.

2) Total Expenditure

Total Expenses during fiscal 2012 increased by 74.09% over fiscal 2011 i.e. increase from Rs. 9.05 Lacs in fiscal 2011 to Rs. 15.75 Lacs in fiscal 2012. Total expenses in fiscal 2012 stood at 96.40% of the total income as compared to 93.90% in fiscal 2011.

3) Revenue from operations

Revenue from operation increased by 69.59% in fiscal 2012 to Rs. 16.34 Lacs from Rs. 9.64 Lacs over the same period in the previous year.

4) Other income

Other income stood at Nil in fiscal 2012 as well as 2011.

5) Cost of Goods Sold

Cost of Goods Sold as a percentage of total income, has decreased from 44.22% in fiscal 2011 to 40.28% in fiscal 2012. In absolute terms it has increased by 53.80% from Rs. 4.28 Lacs in fiscal 2011 to Rs. 6.58 Lacs in fiscal 2012.

6) Employee Benefit Expenses

Employee Benefit Expenses as a percentage of total income, has increased from 35.80% in fiscal 2011



to 37.34% in fiscal 2012. In absolute terms it has increased by 76.88% from Rs. 3.45 Lacs in fiscal 2011 to Rs. 6.10 Lacs in fiscal 2012.

7) Finance Cost

Finance cost as a percentage of total income, have decreased from 0.34% in fiscal 2011 to 0.11% in fiscal 2012. In absolute terms it has decreased by 46.49% from Rs. 0.03 Lacs in fiscal 2011 to Rs. 0.02 Lacs in fiscal 2012.

8) Other Expenses

Other expenses as a percentage of total income, have increased from 11.10% in fiscal 2011 to 17.70% in fiscal 2012. In absolute terms it has increased by 170.42% from Rs. 1.07 Lacs in fiscal 2011 to Rs. 2.89 Lacs in fiscal 2012.

9) Profits Before Tax

Profits before tax as a percentage of total income, have decreased from 6.10% in fiscal 2011 to 3.60% in fiscal 2012. In absolute terms it has increased by 0.23% from Rs. 0.588 Lacs in fiscal 2011 to Rs. 0.589 Lacs in fiscal 2012.

10) Profits After Tax

Profits after tax as a percentage of total income, have decreased from 3.99% in fiscal 2011 to 2.38% in fiscal 2012. In absolute terms it has increased by 1.29% from Rs. 0.38 Lacs in fiscal 2011 to Rs. 0.39 Lacs in fiscal 2012.

Discussion of other aspects as mandated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(a) Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

There have been no such events.

(b) Significant economic changes that materially affected or are likely to affect income from continuing operations;

There have been no significant economic changes in the industry in the recent past, which are likely to affect income from continuing operations.

(c) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;

Apart from the risks as disclosed under Section "Risk Factors" beginning on page x of this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

(d) Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known;

Other than as described in the chapter titled "Risk Factors" on page x of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

(e) Details of the extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;

Increases in revenues are by and large linked to increases in volume of business.

(f) Details of the total turnover of each major industry segment in which the issuer operated;

Presently the revenue of Shri Krishna Prasadam Limited is on account of its agro commodity trading business. The Company has recently started its operations in the Real Estate Sector and as such the Company has not generated any income from this business segment.

(g) Details of status of any publicly announced new products or business segment;



(h) Details of the extent to which business is seasonal;

Our Company's business is not seasonal.

- (i) Details of significant dependence on a single or few suppliers or customers; Our business is not dependent on a single or few customers.
- (j) Competitive conditions.

Trading in Agro Commodities

The Agro Products Trading Sector is highly competitive. The agro products trading market is largely fragmented comprising of organized and unorganized sectors. The price of the agro products vary depending upon the demand supply pattern prevailing in the market. We face competition from big as well as small players operating in the agro products trading sector.

Real Estate Sector

We operate in a competitive environment. The nature of the project is also a determining factor for the level, degree and impact of competition that we face. Other contributory factors to the competitive environment are contract value and potential margins, the size, complexity and location of the project and the risks relating to revenue generation.

The segment in which the Company operates in is very small and unorganized and consists of large number of players. We face competition from the other players of our size operating in the same filed as our Company.



SECTION VII- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

(1) Outstanding litigations involving the issuer:

- (A) Litigations against the issuer or against any other company whose outcome could have a materially adverse effect of the position of the issuer.
- (B) Litigations against the Directors involving violation of statutory regulations.
- (C) Litigations against the Directors alleging criminal offence.
- (D) Any criminal prosecution against the Directors for any litigation towards tax liabilities.
- (E) Any civil prosecution against the Directors for any litigation towards tax liabilities.
- (F) Pending proceedings initiated for economic offences against the issuer.
- (G) Pending proceedings initiated for economic offences against the Directors.
- (H) Adverse findings, if any, in respect of the issuer as regards compliance with the securities laws. **Nil**
- (I) The details of the past cases in which penalties were imposed by the authorities concerned on the issuer.

Nil

(J) The details of the past cases in which penalties were imposed by the authorities concerned on the Directors.

Nil

- (K) Outstanding litigations, defaults, etc. pertaining to matters likely to affect operations and finances of the issuer, including disputed tax liabilities, prosecution under any enactment in respect of Schedule XIII to the Companies Act, 1956 (1 of 1956) etc.
 Nil
- (L) The information regarding pending litigations, defaults, non payment of statutory dues, proceedings initiated for economic offences or civil offences (including the past cases, if found guilty), any disciplinary action taken by the SEBI or Stock Exchanges against the issuer.
 Nil
- (M) The information regarding pending litigations, defaults, non payment of statutory dues, proceedings initiated for economic offences or civil offences (including the past cases, if found guilty), any disciplinary action taken by the SEBI or Stock Exchanges against the Directors.
 Nil
- (N) Other litigations against the issuer.
- (O) The name(s) of the small scale undertaking(s) or any other creditors to whom the issuer owes a sum exceeding Rs. one lakh which is outstanding more than thirty days.
 Nil



(P) Outstanding litigations, defaults, etc. pertaining to matters likely to affect operations and finances of the subsidiaries of the issuer, including disputed tax liabilities, prosecution under any enactment in respect of Schedule XIII to the Companies Act, 1956 (1 of 1956) etc.
NiI

(2) Outstanding litigations involving the Promoters and Group Companies:

- (A) All pending litigations in which the Promoters are involved **Nil**
- (B) List of all defaults to the financial institutions or banks by Promoters **Ni**I
- (C) List of all non-payment of statutory dues by Promoters **Nil**
- (D) List of all dues towards instrument holders such as debt instrument holders, fixed deposits and arrears on cumulative preference shares by Promoters and Group Companies

 Nil
- (E) List of proceedings initiated for economic offences or civil offences (including the past cases, if found guilty) against Promoters and Group Companies
 Nil
- (F) List of all disciplinary action taken by the SEBI or recognised stock exchanges against the Promoters and Group Companies

 NiI
- (G) List of cases of pending litigations, defaults, etc. in respect of group companies with which the promoters were associated in the past but are no longer associated, in case their name(s) continue to be associated with the particular litigation(s).
- (H) All the litigations against the Promoter involving violation of statutory regulations.
- (I) All the litigations against the promoter alleging criminal offence.
- (J) List of Pending proceedings initiated for economic offences against the promoters. **Nil**
- (K) List of adverse findings, if any, in respect of the persons/entities connected with the issuer/promoter as regards compliance with the securities laws.
- (L) Details of the past cases in which penalties were imposed by the concerned authorities.
- (M) Litigations/ defaults/over dues or labour problems/ closure etc., faced by any of the group companies
 Nil
- (3) Material developments since the last balance sheet date.

In the opinion of the Board of Directors of the Company, there have not arisen any circumstances since July 31, 2013 which materially and adversely affect, or are likely to materially and adversely affect, the Company's business or the profitability of the Company, or the value of the assets, or the Company's ability to pay its liabilities within the next 12 months.



GOVERNMENT AND OTHER APPROVALS

The Company has received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for its present business and except as mentioned below, no further approvals are required for carrying on the Company's present business.

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue or continue its business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

Approvals for the Issue

- 1. The Board of Directors have, pursuant to resolutions passed at its meeting held on January 01, 2014 authorised the Issue, subject to the approval by the shareholders of the Company under Section 81(1A) of the Companies Act.
- 2. The shareholders have, pursuant to a resolution dated January 25, 2014 under Section 81(1A) of the Companies Act, authorised the Issue.
- 3. The Company has obtained approval from BSE vide its letter dated March 03, 2014 to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

Incorporation Details

- 1. Certificate of Incorporation dated May 28, 2009 issued by the Registrar of Companies, NCT of Delhi and Haryana.
- 2. Fresh Certificate of Incorporation Consequent upon Change of Name dated December 24, 2013 issued by the Registrar of Companies, NCT of Delhi and Haryana

Government and other approvals:

S. No.	Name of Registration	Name of Issuing Authority/Department	Licence/ Registration No.	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AANCS1211K	Permanent
2.	Tax Deduction and Collection Account Number (TAN)	National Securities Depository Limited, New Delhi	DELS52669B	Permanent
3.	Corporate Identity Number	Registrar of Companies, NCT of Delhi and Haryana	U70200DL2009PLC190708	Permanent
4.	Certificate of Registration issued under Service Tax Code Registration	Central Board of Excise and Customs	AANCS1211KSD001	Permanent
5.	Registration under Delhi Value Added Tax Act, 2004	Department of Trade and Taxes, Government of NCT of Delhi	07530417620	Permanent
6.	Importer-Exporter Code Number	Foreign Trade Development Officer, Office of Zonal Director General of Foreign Trade	0512025690	Permanent

Pending approvals for the warehouse:

S. No.	Name of Registration	Name of Issuing Authority/Department	Licence/ Registration No.	Validity
1.	Registration under Delhi	Department of Trade and	-	-
	Value Added Tax Act,	Taxes, Government of NCT		
	2004	of Delhi		



Besides the above there are no pending approvals to be applied for by the Company as far as the present business is concerned.

IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.



SECTION VIII- OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Present Issue

Corporate Approvals

- 1. Our Board has, pursuant to its resolution dated January 01, 2014, authorised this Fresh Issue, subject to the approval by the shareholders of our Company under Section 81(1A) of the Companies Act.
- 2. The shareholders of our Company have authorised this Fresh Issue by their special resolution passed pursuant to Section 81(1A) of the Companies Act, at its EGM held on January 25, 2014 and authorised the Board to take decisions in relation to this Issue.
- 3. Our Board has approved the Draft Prospectus through its resolution dated February 07, 2014.
- 4. Our Board has approved the Prospectus through its resolution dated March 05, 2014.
- 5. The Company has obtained approval from BSE vide its letter dated March 03, 2014 to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

Prohibition by SEBI

The Company, Promoters, Directors and Promoter Group entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

The companies, with which any of the Promoters, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.

Prohibition by RBI

Neither our Company, our Promoters, our Promoter Group, our Group Companies, relatives of our Promoters (as defined under the Companies Act), our Directors and companies with which our Directors are associated as directors or promoters have not been declared as willful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them.

Eligibility for the Issue:

Our Company is eligible for the Issue in accordance with Regulation 106M(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009 as the post issue face value capital does not exceed 10 crore rupees.

We confirm that:

- 1. In accordance with Regulation 106P of the SEBI (ICDR) Regulations, 2009, this Issue has been hundred percent underwritten and the Lead Manager will underwrite more than 15% of the Total Issue Size. For further details pertaining to said underwriting see chapter titled "General Information" on page no. 8.
- 2. In accordance with Regulation 1060 of the SEBI (ICDR) Regulations, 2009, our Company has not filed any Prospectus with SEBI nor has SEBI issued any observations on our Prospectus. Also, we shall ensure that the Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required by SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- 3. In accordance with Regulation 106V of the SEBI (ICDR) Regulations, 2009, we hereby confirm that have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares on the SME Platform of BSE. For further details of the market making arrangement see chapter titled "General



Information" on page no. 8.

Further, we undertake that the number of Allottees in the proposed Issue shall be at least 50, otherwise the entire application money shall be refunded forthwith. In case of delay, if any, in refund, our Company shall pay interest on the application money at the rate of 15% p.a. for the period of delay.

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

As per Regulation 106M(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012, which states as follows: (http://www.bsesme.com/aboutpublicissue.aspx)

1. Net Tangible Assets of at least Rs. 1 Crore as per the latest audited financial results (as restated).

(Amount In Rs.)

Particulars	January 31, 2014	March 31, 2013
Non-Current Assets		,
Tangible Fixed Assets	95,055.71	64,151.00
Non Current Investment	0.00	0.00
Long -term Loans & Advances	1,50,75,000.00	0.00
Current Assets		
Inventories	19,70,574.00	3,12,640.00
Trade Receivables	82,08,258.00	0.00
Cash and Cash Equivalent	73,93,157.46	4,41,789.01
Short term Loans & Advances	12,000.00	0.00
Other Current Assets	24,720.00	3,000.00
Total Non-Current & Current Assets (A)	3,27,78,765.17	8,21,580.01
Non-Current Liabilities		
Long Term Borrowing/Deposit	0.00	5,89,652.94
Other Long Term Liabilities	0.00	0.00
Long Term Provisions	0.00	0.00
Deferred Tax Liabilities (Net)	4,919.62	2,810.00
Current Liabilities		
Short Term Borrowing/Deposit	0.00	0.00
Trade Payables	49,33,093.00	0.00
Other Current Liabilities	20352	14,758.00
Short-term Provisions	1,51,716.95	6,517.00
Total Non-Current & Current Liabilities (B)	51,10,081.57	6,13,737.94
Net Tangible Assets (A-B)	2,76,68,683.60	2,07,842.07

Net tangible assets are defined as the sum of all net assets of the Company, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

2. Net worth (excluding revaluation reserves) of at least Rs. 1 crore as per the latest audited financial results (as restated).

(Amount In Rs.) **Particulars** January 31, 2014 March 31, 2013 **Equity Share Capital** 2,70,71,900.00 1,00,000.00 5,96,783.60 Add: Reserve & Surplus 1,07,842.07 Add: Share Application Money Pending Allotment 0.00 0.00 Less: Preliminary Expenses to the extent written off 0.00 (3000.00)



Net Worth	2,76,68,683.60	2,04,842.07
(under the head other current assets)		

Net worth includes Equity Share Capital, Share Application Money Pending Allotment and Reserves (excluding revaluation reserves, Miscellaneous Expenditure not written off, if any & Debit Balance of Profit and Loss Account not written off, if any)

3. Track record of distributable profits in terms of Section 205 of Companies Act, 1956 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 3 Crores.

The Company has distributable profits in terms of section 205 of Companies Act, 1956(as restated), as detailed below:

(Amount In Rs.)

Particulars	January 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Net Profit	3,43,994.03	10,986.08	38,929.87	38,434.70

- 4. The post-issue paid up capital of the Company shall be at least Rs. 1 crore.
- 5. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories.
- 6. The Company shall mandatorily have a website, www.shrikrishnaprasadam.com
- 7. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- 8. There is no winding up petition against the Company that has been accepted by a Court.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE.

Disclaimer Clause of SEBI

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, SOBHAGYA CAPITAL OPTIONS LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SOBHAGYA CAPITAL OPTIONS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 04, 2014 WHICH READS AS FOLLOWS:

WE, THE LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE.



- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
- (A) THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
- (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITIES IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
- (C) THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID. COMPLIED WITH AND NOTED FOR COMPLIANCE
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. NOTED FOR COMPLIANCE
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/BSE LIMITED. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. NOTED FOR COMPLIANCE
- 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 ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. NOTED FOR COMPLIANCE.

- 10. WE CERTIFY 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. NOT APPLICABLE.
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
- (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
- (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
- 16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.
- 17. WE CONFIRM 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 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. NOTED FOR COMPLIANCE.
- 20. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- 21. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA



(ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. NOT APPLICABLE.

- 22. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.
- 23. WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT. OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES OR LETTER OF OFFER WITH SME EXCHANGE. NOT APPLICABLE.

The filing of this Prospectus does not, however, absolve the Company from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Managers, any irregularities or lapses in this Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the Registrar of Companies, NCT of Delhi and Haryana in terms of Section 60 of the Companies Act.

Caution - Disclaimer from the Company and the Lead Managers

The Company, the Directors and the Lead Managers accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at the Company's instance and anyone placing reliance on any other source of information, including the Company's web site www.shrikrishnaprasadam.com, would be doing so at his or her own risk.

The Lead Managers accept no responsibility, save to the limited extent as provided in the MoU entered into between the Lead Managers and the Company and the Underwriting Agreement entered into between the Underwriter and the Company.

All information shall be made available by the Company and the Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, or elsewhere.

Investors that apply in the Issue will be required to confirm and will be deemed to have represented to the Company, the Underwriter and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of the Company and will not Issue, sell, pledge, or transfer the Equity Shares of the Company to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of the Company. The Company, the Underwriter and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of the Company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, 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), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds) and to FIIs, eligible NRIs and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions). This Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been submitted to the Stock Exchange.



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 the affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

The Equity Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

DISCLAIMER CLAUSE OF BSE LIMITED (BSE) (Designated Stock Exchange)

BSE Limited ("BSE") has given, vide its letter dated March 03, 2014, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE 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 of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

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Copy of Prospectus has not been filed with SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 106M(3) and 106O of SEBI (ICDR) Regulations, 2009. However, a copy of the Prospectus will be filed with SEBI at Corporation Finance Department, Plot No.C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051. A copy of the Prospectus, along with the documents required to be filed under Sections 60 of the Companies Act, would be delivered for registration to the ROC at the Office of the Registrar of Companies, NCT of Delhi and Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.

Listina

The Company has obtained approval from BSE vide letter dated March 03, 2014 to use the name of BSE in this offer document for listing of equity shares on SME Platform of BSE.

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In-Principle approval of the SME Platform of BSE. However, application shall been made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

In case the permission for listing of the Equity Shares is not granted by the above mentioned Stock Exchange, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after the day from which the Issuer becomes liable to repay it, our Company and every director of our Company who is an officer in default shall, on and from expiry of 8 days, be jointly and severally liable to repay that money with interest, as prescribed under applicable provisions of the Companies Act.



Our Company with the assistance of the Lead Manager shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges mentioned above are taken within twelve Working Days of Issue Closing Date.

Consents

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, the auditors, the legal advisors, the Bankers to the Company; and (b) the Lead Manager, the Bankers to the Issue and the Registrar to the Issue to act in their respective capacities, have been obtained and would be filed along with a copy of the Prospectus with the ROC as required under Sections 60 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, 1956 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, M/s. Goel Mintri & Associates, Chartered Accountants, have given their written consent to the inclusion of their financial report in the form and context in which it appears in the Prospectus and such consent and report has not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

Expert Opinion

Except for the Statement of Tax Benefits dated 05/02/2014 by Mr. Rishi Arora, Chartered Accountant and the Auditors' Report dated 05/02/2014, by Independent Peer Review Certified Auditor M/s. Goel Mintri & Associates, the Company has not obtained any expert opinions.

Issue Related Expenses

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated expenses of the Issue are as follows:

Activity	Expense (in Rs. Lacs)	Percentage of Issue Expenses	Percentage of the Issue size
Payment to Merchant Banker, market making fees, selling commissions, Underwriting, SCSB commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers, etc. and other out of pocket expenses	20.00	66.67%	9.26%
Advertisement and Marketing expenses	3.00	10.00%	1.39%
Printing and Stationery (including courier and transportation charges)	4.00	13.33%	1.85%
Others (Processing fees, listing fee, Corporate Action charges etc)	3.00	10.00%	1.39%
Total Estimated Issue expenses	30.00	100.00%	13.89%

The listing fee and all expenses with respect to the Issue will be borne by the Company.

Fees Pavable to the Lead Manager

The total fees payable to the Lead Manager and (including underwriting commission and selling commission) will be as stated in the Memorandum of Understanding between the Company and the Lead Managers, a copy of which is available for inspection at the registered office of the Company.

Fees Payable to the Registrar to the Issue

The fees payable 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 as per the Memorandum of Understanding signed between the Company and the Registrar to the Issue, a copy of which is available for inspection at the registered office of the Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or allotment advice by registered post/speed post/under certificate of posting.



Particulars regarding Public or Rights Issues during the Last Five Years

The Company has not made any public or rights issues during the last five years.

Previous issues of Equity Shares otherwise than for cash

The Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage paid on Previous Issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since the Company's inception.

Previous capital issue during the previous three years by listed group companies, subsidiaries and associates of the Company

None of the group companies, associates and subsidiaries of the Company is listed on any stock exchange.

Promise vis-a-vis objects – Public/ Rights Issue of the Company and/ or listed group companies, subsidiaries and associates of the Company Not Applicable.

Outstanding Debentures or Bonds

The Company does not have any outstanding debentures or bonds as of the date of filing this Prospectus.

Outstanding Preference Shares

The Company does not have any outstanding preference shares.

Stock Market Data of the Equity Shares

This being an initial public issue of the Company, the Equity Shares are not listed on any stock exchange.

Disclosure on Investor Grievances and Redressal System

The Agreement between the Registrar to the Issue and our Company entered on January 27, 2014 provides for retention of records with the Registrar to this Issue for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and making refunds as per the modes disclosed to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the ASBA Application Form was submitted by the ASBA Applicants.

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be ten working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible. Our Company has also constituted an Shareholders'/Investors' Grievance Committee to review and redress the shareholders' and investors' grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer, transmission and issue of duplicate shares.

The Company has appointed Ms. Dashmeet Kaur as the Compliance Officer for this Issue and she may be contacted in case of any pre-issue or post-issue-related problems. She can be contacted at the following address:

Ms. Dashmeet Kaur

Shri Krishna Prasadam Limited 27/5 (Basement), East Patel Nagar, New Delhi - 110008



Tel. No. +91-11-25812714

Email: shrikprasadam@gmail.com Website: www.shrikrishnaprasadam.com

Changes in Auditors

Except as stated below there has been no change in the Statutory Auditors of the Company in the last 3 years:

Financial Year	Particular of Changes	Reasons					
2013-2014	Mr. Rishi Arora has been appointed in the place M/s Kavita Ojha & Associates	Resignation Associates	of	M/s	Kavita	Ojha	&

Capitalisation of Reserves or Profits

Except as disclosed in this Prospectus, the Company has not capitalised its reserves or profits at any time during the last five years.

Revaluation of Assets

The Company has not revalued its assets in the last five years.



SECTION IX- ISSUE RELATED INFORMATION

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 the Prospectus, Application Form, 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, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled "Main Provisions of the Articles of Association" on page 153 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of the Companies Act and as recommended by the Board of Directors and the shareholders at their discretion. It will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Dividends, whenever declared, will be paid in cash as per provisions of the Companies Act, 1956. For further details, please refer to the section titled "Dividend Policy" on page 78 of this Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Prospectus at the price of Rs. 10/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis of Issue Price" on page no. 33 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI REGULATIONS

The Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, 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 annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of the Articles of Association" on page 153 of this Prospectus.

MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form.

As per the SEBI Regulations, the trading of our Equity Shares shall only be in dematerialised form for all investors.



The trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. As per the SEBI (ICDR) Regulations, 2009, the trading of the Equity Shares shall only be in dematerialised form for all investors.

Allocation and allotment of Equity Shares through this Offer will be only in electronic form in multiples of 10,000 Equity Share subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in New Delhi, India.

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, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

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

NOMINATION FACILITY TO INVESTOR

In accordance with Section 109A of the Companies Act, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 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 of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 109B of the Companies Act, any Person who becomes a nominee by virtue of Section 109A of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If our Company does not receive the subscription of 100% of the Issue through this Prospectus including devolvement of Underwriters within sixty days from the date of closure of the issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed under applicable provisions of the Companies Act.



ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

AUTHORITY FOR THE PRESENT ISSUE

The Issue has been authorized by a resolution of the Board passed at their meeting held on January 01, 2014 subject to the approval of shareholders through a special resolution to be passed pursuant to section 81 (1A) of the Companies Act. The shareholders have authorized the Issue by a special resolution in accordance with Section 81(1A) of the Companies Act, passed at the Extra-Ordinary General Meeting of the Company held on January 25, 2014.

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ("CAN") 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, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, SME platform of BSE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

MINIMUM NUMBER OF ALLOTTEES

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

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer to the section titled "Main Provisions of the Articles of Association" on Page 153 of this Prospectus.

ISSUE OF EQUITY SHARES TO BE IN DEMATERIALIZED FORM ONLY

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE from SME platform of BSE on a later date subject to the following:

a) If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

b) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board.



Note: BSE Limited vide its notice no. 20121126-17, dated November 26, 2012 has made amendment in 'Eligibility Criteria for Migration from BSE SME Platform to the Main Board'. Accordingly, the companies now have to be mandatorily listed and traded on the SME Platform for a minimum period of two years and only after that they can migrate on to the Main Board as per the guidelines specified by SEBI.

MARKET MAKING

The shares offered though this Issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME platform for a minimum period of three years from the date of listing of shares offered though this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to "General Information" on page 8 of this Prospectus.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue any time after the Issue Opening Date but before the Board meeting for Allotment of Equity Shares. In such an event, our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to BSE and the Lead Manager. Thereafter, the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the ASBA Account within one Working Day from the date of such notification.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall be required to file a fresh Prospectus.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment and the final RoC approval of the Prospectus.

ISSUE OPENING DATE TUESDAY, MARCH 11, 2014

ISSUE CLOSING DATE FRIDAY, MARCH 14, 2014

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 4.00 p.m. (Indian Standard Time) in case of applications by QIBs and Non-Institutional Investors. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Application by Eligible NRIs, FIIs and Foreign Venture Capital Funds registered with SEBI

As per the extant policy of the Government of India, OCBs cannot participate in this Issue. The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, there exists a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. It is to be distinctly understood that there is no reservation for NRIs, FIIs or FCVIs registered with SEBI, applicants will be treated on the same basis with other categories for the purpose of allocation.

The allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

The above information is given for the benefit of the applicants. The applicants are advised to make their own enquiries about the limits applicable to them. The Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the



information stated hereinabove. The Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of 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.

Restriction on transfer of shares

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the section entitled "Capital Structure of the Company" on page 15 of this Prospectus, and except as provided in the Articles, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfers of debentures except as provided in the Articles. There are no restrictions on transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles.

Please see the section entitled "Main Provisions of the Articles of Association" on page 153 of this Prospectus.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106M(1) of Chapter X-B of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value does not exceed ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an Issue please refer the section titled "Terms of the Issue" and "Issue Procedure" on page 130 and 137 of this Prospectus.

Following is the Issue structure:

Public Issue of 21,60,000 Equity Shares of Rs. 10/- each at a price of Rs. 10/- per Equity Share aggregating to Rs. 216 Lakhs (Rupees Two Hundred Sixteen Lakhs Only) by Shri Krishna Prasadam Limited.

The Issue comprises reservation of 4,00,000 Equity Shares for subscription by Promoters' Contribution"), reservation of 1,10,000 Equity Shares for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 16,50,000 Equity Shares ("the Net Issue").

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion	Promoters' Contribution
Number of Equity Shares available for allocation	16,50,000 Equity Shares	1,10,000 Equity Shares	4,00,000 Equity Shares
Percentage of Issue Size available for allocation	76.39% of the Issue size	5.09% of the Issue size	18.52% of the Issue size
Basis of Allotment	Proportionate, subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each. For further details please refer to the section titled "Issue Procedure" on page 137 of this Prospectus.	Firm Allotment	Firm Allotment
Mode of Application	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA Form.	Through ASBA Process Only	-
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- For Retail Individuals: 10,000 Equity Shares	1,10,000 Equity Shares	4,00,000 Equity Shares
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of	1,10,000 Equity Shares	4,00,000 Equity Shares



Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion	Promoters' Contribution
	10,000 Equity Shares such that the Application Size does not exceed 16,50,000 Equity Shares.		
	For Retail Individuals: Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/		
Mode of Allotment	Dematerialized Form	Dematerialized Form	Dematerialized Form
Trading Lot	10,000 Equity Shares	10,000 Equity Shares. However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.	10,000 Equity Shares
Terms of Payment		ount will be payable at the moters' Contribution will be	

Under-subscription, if any, in any category would be met with spill-over from other categories at sole discretion of the Company, in consultation with the Lead Managers.

In case the Application Form is submitted in joint names, the applicants should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Application Form.

Withdrawal of the Issue

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue any time after the Issue Opening Date but before the Board meeting for Allotment of Equity Shares. In such an event, our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to BSE and the Lead Manager. Thereafter, the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the ASBA Account within one Working Day from the date of such notification.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall be required to file a fresh Prospectus.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment and the final RoC approval of the Prospectus.

Issue Programme

ISSUE OPENS ON	TUESDAY, MARCH 11, 2014
ISSUE CLOSES ON	FRIDAY, MARCH 14, 2014

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ISSUE PROCEDURE

Fixed Price Issue Procedure

The Issue is being made under Regulation 106M(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to 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 Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

The Issue procedure in brief, is as follows;

- a) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the Registered Office of the Lead Manager.
- d) Applicants who are interested in subscribing for the Equity Shares should approach the branches of the Banker to the Issue or collection centres to submit their Applications. Applicants should obtain the acknowledgement from the Banks/collection centres and retain with them for reference.
- e) After the Issue Closing Date, the Registrar will process the Applications and our Company will approach the BSE for approval of the Basis of Allotment.
- f) On approval of the Basis of Allotment, the Registrar will process and effect the demat credits to the successful applicants and the refund to the other applicants.
- g) Our Company will complete the listing formalities and obtain the listing and trading approval so as to commence trading within 12 working days of the Issue Closing Date.

Option to Subscribe in the Issue

- a. Investors will have the option of getting the allotment of specified securities in dematerialized form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable laws.

Application Form

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The application form shall contain space for indicating number of specified securities subscribed for in dematerialised form. Upon completing and submitting the Application Form to the Bankers to the Issue, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant.

IT IS MANDATORY FOR ALL THE APPLICANTS TO GET THEIR EQUITY SHARES IN DEMATERIALISED FORM. ALL APPLICANTS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. 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.

Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA Application as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to



the ASBA Applicant.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour
Indian Public / NRI's applying on a non-repatriation basis (ASBA and Non-ASBA)	White
Non-Residents including eligible NRI's, etc. applying on a repatriation basis (ASBA and Non-ASBA)	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues with effect from May 1, 2010 all the investors can apply through ASBA process and with effect from May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Who can apply?

- 1. Indian nationals resident in India who are not minors in single or joint names (not more than three);
- 2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta".
 - Applications by HUFs would be considered at par with those from individuals;
- 3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in Equity Shares;
- 4. Mutual Funds registered with SEBI;
- 5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this issue;
- 6. Indian Financial Institutions, commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations and the SEBI Regulations, as applicable);
- 7. Venture Capital Funds registered with SEBI;
- 8. State Industrial Development Corporations;
- 9. 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;
- 10. Scientific and/or industrial research organizations authorized to invest in Equity Shares;
- 11. Insurance Companies registered with Insurance Regulatory and Development Authority;
- 12. Provident Funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to hold and invest in Equity Shares;
- 13. Pension Funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to hold and invest in Equity Shares;
- 14. Multilateral and bilateral development financial institutions; and
- 15. National Investment Fund.

Applications not to be made by:

- a. Minors (except those having valid demat account, as per Demographic Details provided by Depositories)
- b. Partnership firms or their nominations
- c. Foreign Nationals (except NRIs)
- d. Overseas Corporate Bodies

Participation by Associates of LM

Except for the Market Making and the Underwriting Obligations, the Lead Manager shall not be allowed to subscribe to this Issue in any manner. However, associates and affiliates of the LM may subscribe to or purchase Equity Shares in the Issue, where the allocation 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, Lead Manager to the Issue, Registrar to the Issue and the collection Centers of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com.



MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 10,000 Equity Shares and in multiples of 10,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

b) For Other 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 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI (ICDR) Regulations, 2009, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

Application by Indian Public including eligible NRIs applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and NOT in the names of Minors, Foreign Nationals, Non Residents Indian (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 Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Applications by Eligible NRIs on Repatriation Basis

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated



along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's.

Applications by SEBI registered Venture Capital Funds

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds:

The SEBI (Venture Capital) Regulations, 1996 prescribe investment restrictions on venture capital funds registered with SEBI.

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund. Further, Venture Capital Funds can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

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 Application 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 therefore. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2. the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPs); and
- 3. 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).

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.

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 reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

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 therefor.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

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, subject to such terms and conditions that the Company and the LM may deem fit.

Information for the Applicants:

- a) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b) The LM will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor (who is eligible to invest in our Equity Shares) 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.
- d) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- e) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f) 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.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants 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.

Applicant's Depository Account and Bank Details

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LM or the Registrar or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs/Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with 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:

- 1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
- 2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- 3. For applications where the proportionate allotment works out to less than 10,000 Equity Shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 10,000 Equity Shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- 4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 10,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 10,000 Equity Shares subject to a minimum allotment of 10,000 Equity Shares.
- 5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 10,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
- 6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below
 - a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
 - b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and; b) other investors, including Corporate Bodies/Institutions irrespective of number of shares applied for.
 - c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

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

'Retail Individual Investor' means an investor who applies for shares of value of not more than 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 SME Platform of BSE.

The Executive Director/Managing Director/Relevant Authority of the SME Platform of BSE, Designated Stock Exchange in addition to Lead Merchant Banker 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.

REFUNDS:

In case of Applicants 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 in the Application Form would be used only to ensure dispatch of refund order Please note that any such delay shall be at the Applicants sole risk and neither the Company, the Registrar, Escrow 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, names 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.

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 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. 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 NRIs and they will be treated on the same basis with other categories for the purpose of allocation.

TERMS OF PAYMENT / PAYMENT INSTRUCTIONS

The entire issue price of Rs. 10 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Company shall refund the excess amount paid on Application to the Applicants.

Payments should be made by cheque, or demand draft drawn on any Bank (including a Co-operative 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.

Cash/ Stockinvest/ Money Orders/ Postal orders will not be accepted.

A separate Cheque or Bank Draft should accompany each application form. Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques that are not payable at par will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted. ALL APPLICANTS ARE ADVISED TO USE ONLY CTS 2010 STANDARD COMPLIANT CHEQUES BECAUSE AS PER DIRECTIVE OF THE RESERVE BANK OF INDIA, CTS 2010 NON COMPLIANT CHEQUES (HEREINAFTER REFERRED TO AS 'NON-CTS CHEQUES') CAN BE PRESENTED IN CLEARING ONLY IN REDUCED FREQUENCY AND HENCE THERE IS A POSSIBILITY OF THE NON-CTS CHEQUES NOT BEING CLEARED IN DUE TIME SO AS TO BE ELIGIBLE TO BE CONSIDERED FOR ALLOTMENT OF SECURITIES PURSUANT TO THIS ISSUE.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

- 1. The payment instruments for payment into the Public Issue Account should be drawn in favour of:
 - Indian Public including eligible NRIs applying on non-repatriation basis: "SHRI KRISHNA PRASADAM LIMITED PUBLIC ISSUE R".
 - In case of Non-Resident Retail Applicants applying on repatriation basis: "SHRI KRISHNA PRASADAM LIMITED - PUBLIC ISSUE - NR"
- 2. In case of Application 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.
- 3. Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay in Date on the Equity Shares allocated will be refunded to the



Applicant from the Refund Account.

4. On the Designated Date and no later than 15 days from the Issue Closing Date, the Refund Banker shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

Payment by Stock invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Payment mechanism for ASBA Applications

All investors other than retail individual investors are required to make their application using ASBA process only.

The ASBA applicants shall specify the bank account number in the Application Form and the SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the 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 the Issue to unblock the Application Amount. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the 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 finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal of the Application by the ASBA Applicant, as the case may be.

In case of Applications by Eligible NRIs applying on repatriation basis, a NRE Account or a FCNR Account, maintained with banks authorized to deal in foreign exchange in India, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on a non-repatriation basis, a NRE Account or a FCNR Account maintained with banks authorized to deal in foreign exchange in India or a NRO Account, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

GENERAL INSTRUCTIONS

Do's:

- · Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers
 of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.



OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- a. 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
- b. 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.
- c. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this around.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Grounds for Rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Application where Bank Account details are not mentioned in the space provided for the same in the Application form;
- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;



- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 10,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Public Issue Account as per the final certificate from the Banker to the Issue;
- · Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- · Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws:
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 5.00 pm on the Issue Closing Date;
- Applications by OCBs, FIIs, FVCIs and other foreign investors (except NRIs);
- Application by QIBs and NIIs not submitted through ASBA
- Submission of more than five Application Forms per ASBA Account
- Application by banks not through separate account in own name with any other SEBI registered SCSB/s

Impersonation

Attention of the applicants is specifically drawn to the provisions of Section 57 of the Companies Act, 2013 which is reproduced below:

"If any person deceitfully personates as an owner of any security or interest in a company, or of any share warrant or coupon issued in pursuance of this Act, and thereby obtains or attempts to obtain any such security or interest or any such share warrant or coupon, or receives or attempts to receive any money due to any such owner, he shall be punishable with imprisonment for a term which shall not be less than one year but which may extend to three years and with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees."

Signing of Underwriting Agreement

Vide an Underwriting agreement dated February 22, 2014 this issue is 100% Underwritten.

Filing of the Prospectus with the RoC

The Company has filed a copy of the Prospectus with the RoC in terms of Sections 60 of the Companies Act.

Pre-Issue Advertisement

Subject to Section 66 of the Companies Act, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, 2009, in one widely circulated English language national daily newspaper and one widely circulated Hindi language national daily newspaper.



Designated Date and Allotment of Equity Shares

The monies credited to the Public Issue Account of our Company as aforesaid shall be held in trust until the listing and trading permission is granted by the SME Platform of BSE. After the listing and trading permission is obtained from the SME Platform of BSE, the Issue amount less expenses of the Issue shall be transferred to our Company's bank account. The excess monies in the Public Issue Account shall be refunded as provided in this Prospectus.

The Company will issue and dispatch letters of allotment / CAN/ 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 12 working 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 Section 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.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/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 12 working days of closure of 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 must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number 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, Escrow Collection Bank(s), Bankers to the Issue nor the LM shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, would be done through various modes as given hereunder:

- 1. NECS (National Electronic Clearing System) -. Payment of refund would be done through NECS for applicants having an account at any of the centres where such facility has been made available specified by the RBI. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code from the Depositories.
- 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. 2.00 Lakhs, 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 NECS. 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 number 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 applicants 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 through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow 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 Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 12 (Twelve) working days from 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 Exchange within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 12 working days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 12 working days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI (ICDR) Regulations, 2009, the Company further undertakes that:

- 1. Allotment of Equity Shares shall be made within 12 (twelve) days of the Issue Closing Date:
- 2. 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 15 (fifteen) days of the Issue Closing Date would be ensured; and
- 3. The Company shall pay interest at 15% p.a. for any delay beyond the 12 (twelve) days time period as mentioned 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 investors within the 15 (fifteen) days time.

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;
- 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 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 the Issuer;
- 4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant 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 certificate 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. Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 9. At any given point of time there shall be only one denomination of Equity Shares of our Company, unless otherwise permitted by law.
- 10. The Company shall comply with such disclosures and accounting norms specified by SEBI from time to time.

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 Section 40 of the Companies Act, 2013;
- 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;
- Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested; and
- 4. Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- (i) The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment; and
- (ii) The final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

EOUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated 21/01/2014 between NSDL, the Company and the Registrar to the Issue;
- (b) Agreement dated 31/01/2014 between CDSL, the Company and the Registrar to the Issue;

The Company's shares bear an ISIN No. INE009Q01019.

- An Applicant applying for Equity Shares in Demat mode must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis a vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of the Company would be in dematerialized form only for all investors.



COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the 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.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA Process

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account.

In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.



Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI (ICDR) Regulations, 2009, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of GoI and FFMA.

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.

By way of Circular No. 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 a RBI circular dated October 4, 2004 issued by the RBI, the transfer of shares between an Indian resident and a nonresident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (FDI) Policy and transfer does not attract the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (ii) the non-resident shareholding is within the sectoral limits under the FDI policy, and (iii) the pricing is in accordance with the quidelines/regulations prescribed by the SEBI/RBI.



SECTION X- MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The main provisions of the Articles of Association of the Company relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares/debentures and/or on their consolidation/splitting are detailed below:

PRELIMINARY

1) Interpretation

Unless the context otherwise require words or expressions contained in interpretation these Articles shall bear the same meaning as in the Act.

"Act" means the Companies Act, 1956 and Companies Act, 2013 to the extent applicable and the reference to the provisions shall be construed accordingly.

"Articles" means these Articles of Association as originally framed of as from time to time altered by Special Resolution.

"Charge" means an interest or lien created on the property or assets of a company or any of its undertakings or both as security and includes a mortgage;

"Chief Executive Officer" means an officer of a company, who has been designated as such by it;

"Chief Financial Officer" means a person appointed as the Chief Financial Officer of a company

"The Company" means SHRI KRISHNA PRASADAM LIMITED

"Debenture" includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not

"The Directors" means the Directors of the Company for the time being.

"Dividend" includes any interim dividend

"Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Companies Act, 2013 or under any other law for the time being in force or otherwise, maintained on paper or in electronic form

"Employees' stock option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price;

"Financial institution" includes a scheduled bank, and any other financial institution defined or notified under the Reserve Bank of India Act, 1934

"Financial statement" has been defined to include:-

- (i) a balance sheet as at the end of the financial year;
- (ii) a profit and loss account, or in the case of a company carrying on any activity not for profit, an income and expenditure account for the financial year;
- (iii) cash flow statement for the financial year;
- (iv) a statement of changes in equity, if applicable; and
- (v) any explanatory note annexed to, or forming part of, any document referred to in subclause (i) to sub clause (iv):

"Free Reserves" means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as dividend:

Provided that—



- (i) any amount representing unrealised gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or
- (ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves

"Interested Director" means a director who is in any way, whether by himself or through any of his relatives or firm, body corporate or other association of individuals in which he or any of his relatives is a partner, director or a member, interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into by or on behalf of a company

"Issued Capital" means such capital as the company issues from time to time for subscription

"Key Managerial Personnel (KMP)", means-

- (i) the Chief Executive Officer or the Managing Director or the Manager,
- (ii) the Company Secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed by Companies Act, 2013

"Manager" means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of a company, and includes a director or any other person occupying the position of a manager, by whatever name called, whether under a contract of service or not.

"Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation.—For the purposes of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management

"Member", means-

- (i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;
- (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;
- (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository

"Net Worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation

"The Office" means registered office of the Company for the time being.

"Ordinary or Special Resolution" means an ordinary resolution, or as the case may be, special resolution referred to in section 114 of Companies Act, 2013.



"Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

"Promoter" means a person—

- (a) who has been identified by the company in the annual return; or
- (b) who has control over the affairs of the company, directly or indirectly whether as a Shareholder, director or otherwise; or
- (c) in accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

"Related party", with reference to the company, means— (i) a director or his relative;

- (ii)a key managerial personnel or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv)a private company in which a director or manager is a member or director;
- (v)a public company in which a director or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
- (vi)any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii)any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in sub-clauses (*vi*) and (*vii*) shall apply to the advice, directions or instructions given in a professional capacity; (*viii*) any company which is—

- (A) a holding, subsidiary or an associate company of such company; or
- (B) a subsidiary of a holding company to which it is also a subsidiary;
- (ix) such other person as may be prescribed;

"The Register" means the Register of Members to be kept pursuant to section 150 of the Act.

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961

"Scheduled bank" means the scheduled bank as defined in clause (e) of section 2 of the Reserve Bank of India Act, 1934

"Securities" means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956

"Share" means a share in the share capital of a company and includes stock

"Subscribed Capital" means such part of the capital which is for the time being subscribed by the members of a company

"Sweat Equity Shares" means such equity shares as are issued by a company to its directors or employees at a discount or for consideration, other than cash, for providing their know-how or



making available rights in the nature of intellectual property rights or value additions, by whatever name called

"Total Voting Power", in relation to any matter, means the total number of votes which may be cast in regard to that matter on a poll at a meeting of a company if all the members thereof or their proxies having a right to vote on that matter are present at the meeting and cast their votes

"Turnover" means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year

"Voting Right" means the right of a member of a company to vote in any meeting of the company or by means of postal ballot

"Whole-time Director" includes a director in the whole-time employment of the company

"Month" means the Calendar month.

"Year" means a calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(17) of the Act.

"Proxy" includes Attorney duly constituted under a power of attorney

"Seal" means the Common Seal of the Company.

"In writing" and "Written" shall include printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only include the plural number and vice-versa.

Words importing the masculine gender only include the feminine gender

Words importing persons include corporation.

2. Save as otherwise provided herein, the regulations contained in Table "A" in Schedule I of the Act shall not apply to the Company.

CAPITAL AND SHARES

- 3. (a) The Authorized Share Capital of the Company shall be the Authorized Share capital as referred to in Clause namely Capital Clause of Memorandum of Association of the Company.
 - (b) Subject the provisions of these Articles and of Section 81 of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit, provided that the option or right to call of shares not be given to any person except with the sanction of the Company in General Meeting.
- 4 As regards all allotments mode from time to time the Directors shall duly comply with Section 75 of the Act.
- The Company may, subject to compliance with the provisions of Section 76 of the Act. Exercise the power of paying commission.
- 6 The Company may pay on the issue of shares or debentures such brokerage as may be lawful.
- With the previous authority of the Company in General Meeting and the sanction of the Company law board and upon otherwise complying with Section 79 of the Act, the Directors may issue at a discount shares of a class already issued.
- Subject to the provisions of the Section 80 of the Act the Company may issue Preference Shares which are, or at the option of the Company, are liable to be redeemed on such terms and in such manner as the Company determine.
- If by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by the installments, every such installment shall, when due, be paid to the company by the person who for the time being shall be the member registered in respect of the share or by his executor or administrator.
- Members who are registered jointly in respect of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.
- 11. Not more than four persons shall be registered as joint holders of any share.



- 12. Subject to Section 187C of the Act, the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by statute required, be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.
- 13. Dematerialization of Securities
- (a) The provisions of this Article shall apply only in respect of Securities held in Depository made and the provisions of the other Articles shall be construed accordingly:
- (b) For the purpose of this Article

"Beneficial Owner" means the beneficial owner as defined in Clause (a) of Sub-Section 1 of Section 2 of the Depositories Act, 1996.

"Depository" means a Depository as defined under Clause (e) of Sub-Section 1 of Section 2 of the Depositories Act, 1996.

"Depositories Act, 1996" shall include any Statutory modification(s) or reenactment(s) thereof, for the time being in force.

"SEBI" means Securities and Exchange Board of India established under Securities and Exchange Board of India Act, 1992.

"Security" has the meaning assigned to it in Section 2 of the Securities Contracts (Regulation) Act, 1956 or any statutory modification or reenactment thereof for the time being in force. Power to dematerialize:

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and also rematerialize its shares, debentures and other securities held in Demit Mode and/or offer securities in dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under. Options for investors:

Every person subscribing to or holding securities of the Company shall have the option to receive security certificates in accordance with provisions of the other Articles or to hold the same with a Depositorv.

Such a person who is the beneficial owner of the securities may at any time opt out of the Depository, if permitted by Law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed therein, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of security, and on the receipt of the information, the Depository shall enter in its record the name of the allot tee as the beneficial owner of the security.

Securities in Depositories to be in fungible form:

- (a) All the Securities held by a Depository shall be dematerialized and be in fungible form.
- (b) Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372A of the said Act shall apply to a Depository in respect of the Securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners of Securities:

- (a) Notwithstanding anything to the contrary contained in the said Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company.
- (d) The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities of a member in respect of his securities, which are held by a Depository. Furnishing of information by Depository:



- (a) Notwithstanding anything contained in the said Act or these Articles where securities are held in a depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or in such other manner as may be practicable.
 - Transfer of Securities:
- (a) Nothing contained in Section 108 of the said Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.
- (b) In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

Distinctive numbers of Securities held in a Depository:

Nothing contained in the said Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to the Securities held with a Depository. Every forfeited or surrendered share held in a material form shall continue to bear the number by which the same was originally distinguished.

Register and index of beneficial owners:

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996, shall be deemed to be the Register and index of Members and Security holders as the case may be for the purposes of these Articles.

CERTIFICATES

14. The Certificate to title of shares and duplicates thereof when necessary shall be issued under the Seal of the Company in accordance with the provisions of Section 84 of the Act and the Rules prescribed by the Central Government for said purposes as in from time to time.

Provided that share certificates may if so desired by the member be consolidated or subdivided.

Provided further that shares certificate shall be issued within 15 days from the date of lodgment for transfers, sub-division, consolidation, renewal, exchange or endorsement of call.

- 15. Every member shall be entitled to one Certificate for all the shares registered in his name, or, if the Directors so approve to several certificates each for one or more of such shares.
- 16. The certificate of shares registered in the name of two or more persons shall be delivered to the persons first named on the Register.
- 17. The Company shall not charge any fee:
- (a) For registration of transfer of shares and debentures;
- (b) For sub-division and consolidation of share and Debenture Certificates and for sub-division of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts denomination corresponding to the market units of trading;
- (c) For sub-division of renounceable Letters of Rights;
- (d) For issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized;
- (e) For registration of any power of attorney, Probate, letters of Administration or similar other documents.
- 18. The Company will not charge any fees exceeding those which may be agreed upon with the Stock Exchange:-
- (a) For issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;
- (b) For sub-division and consolidation of share and debenture certificates and for sub-division of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading.

CALLS



- 19. The Directors may, from time to time, subject to the terms on which any shares may have been issued, and subject to Section 49 of the Companies Act, 2013, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by the installments and shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
- 20. No call shall be made payable within one month after the last proceeding call was payable, Not less than thirty days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
- 21. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holders for the time being of the share in respect for which the call shall have been made or the installment shall be due shall pay interest for the same at the rate of 12 percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine. The Directors shall at liberty to waive payment of any such interest wholly or in part.
- 22. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.
- 23. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any share holder of his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of the Company as a holder, or one of the holders, of the shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of Company and it shall neither be necessary to prove the appointment of the Directors who made any call, nor that a quorum of Directors was present at the meeting at which any call, was made not that the meeting at which any call was made was duly convened or constituted nor any other, matter whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.
- 24. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made; the Company may pay interest at such rate as the Directors think fit, Money so paid in excess of the amount of calls shall not rank for dividends. The Directors may at any time repay the amount so advanced upon giving to such member not less than three months notice in writing.
- 25. A call may be revoked or postponed at the discretion of the Directors.

FORFEITURE, SURRENDER AND LIEN

- 26. If any member fails 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 or any extension thereof as aforesaid, the Directors may, at any time thereafter during such time as the call or installment remains unpaid or decree remains unsatisfied, serve a notice on such member or on person (if any) entitled to share by transmission; requiring him to pay such call or installment or such part thereof or other moneys as remains unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
- 27. The notice aforesaid shall name a day (not being less than thirty days from the date of the notice) and places and place on and at which the money is to be paid and the notice shall also state that in the event of the non-payment of such money at the time and place appointed, the shares in respect of which the same is owing, will be liable to be forfeited.



- 28. If the requisitions of any such notice shall not be complied with, ever or any share in respect of which the notice is given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect.
- 29. When any share is declared, to be forfeited, notice of forfeiture shall be given to the member in whose name it stood immediately prior to forfeiture and an entry of the forfeiture with the data thereof, shall forthwith be made in the Register but shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
- 30. Every share so forfeited as aforesaid shall thereupon be the property of the Company and may be sold re-allotted or otherwise disposed of either to the original holder thereof, or to any other person upon such terms and in such manner as the Board shall think fit.
- 31. The Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off annual the forfeiture thereof upon such conditions as they may think fit.
- 32. Any member whose shares may be forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls and other moneys owing upon the shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at nine percent per annum and the Directors may enforce the payment thereof, if they think fit, but shall not be under any obligation to do so.
- 33. The forfeiture of a share shall involve the extinction of all interest in, and also of all claims, and demands against the company in respect of the share and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved.
- 34. A certificate in writing under the hand of Director or the Secretary that the call or other moneys in respect of a share was or were due and payable and notice there to given and that default in payment of the call or other moneys was made, and that the forfeiture of the shares was made, by a resolution of the Directors to that effect shall be conclusive evidence at the facts stated therein as against all persons entitled to such share.
- 35. The Company may receive the consideration, if any, given for the share on any sale or other disposition thereof and the person to whom such share is sold or disposed of, may be registered as the holder of the share and he shall neither be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity to the proceedings in reference to the forfeiture sale of other disposal of the same.
- 36. The Director may at any time, subject to the provisions of the Act, accept the surrender of any share from or by member desirous of surrendering on such terms as the Directors may think fit.
- 37. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that Articles 12 hereof is to have full effect. Unless otherwise agreed the registration of a transfer of shares shall operate as waiver of the Company's lien, if any, on such shares; The Directors may, at any time, declare any share to be wholly or in part exempt from the Provisions of this clause.
- 38. For the purpose of enforcing such lien, the Board of Directors may sell the share subject thereto in such manner as they think fit, but no sale shall be made unless the sum, in respect of which the lien exists, is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee, curator bonus, or other legal representatives as the case may be, and default shall have been made by him or them in the payment of the sum payable as aforesaid for thirty days after the date of such notice. To give effect to and such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as a holder of the shares comprised in any such transfer. Upon any such sale as aforesaid the existing certificate/s 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 in lieu thereof to the purchaser or purchasers concerned.



39. The net proceeds of the sale be received by the Company and on the payment of the costs of such sale, applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall subject to like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

TRANSFER AND TRANSMISSION OF SHARES

- 40. The instrument of transfer shall be in writing and all the provisions of section 108 of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof. Provided further that a common form transfer shall be used.
- 41. The Company shall have power to keep foreign register of members or debenture holders in any country or State outside India as may be decided by the Board from time to time. If any shares are to be entered in any such register, the instrument of transfer shall be in a form recognized under the law of such country or state or in such form as may be approved by the Board.
- 42. Subject to the provisions of section 58 of the Companies Act, 2013 or any statutory modification of the said provisions for the time being in force, the Directors may, at their own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares other than fully paid up and in particular may so decline in any case in which the Company has lien upon the shares or any of them whilst any moneys in respect of the shares desired to be transferred or of them remain unpaid or unless the transferee is approved by Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transferee.

Provided that it will not decline to register or acknowledge any transfer of shares on the ground of the transfer being either along or jointly with any person or persons indebted to the Company on any account whatsoever.

Provided that in case of minor difference in signature of the transferor(s):

- i. then the Issuer will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Issuer within fifteen days of receipt of the Issuer's letter , then the securities will be transferred;
- ii. if the objection from the transferor with supporting documents is not received within the stipulate period, the Issuer shall transfer the securities provided the Issuer does not suspect fraud or forgery in the matter.
- 43. If the Company refuse to register the transfer of any share or transmission of any right therein, the Company within one months from the date on which the instrument of transfer or intimation of transmission was lodged with the company, send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 58 of the Companies Act, 2013 or any statutory modification of the said provisions for the time being in force shall apply.
- 44. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall be returned to the persons depositing the same.
- 45. The Directors shall have power, on giving not less than seven days previous notice by advertisement as required by Section 91 of the Companies Act, 2013, of the Act, to close the Register of members and debenture holders of the company for such, period or periods of time not exceeding in the whole 45 days in each year but exceeding 30 days at a time as they may deem fit.
- 46. The executor or administrator of a deceased member or holder of a succession certificate shall be the only person recognized by the Company as having any title to his shares, and the Company shall not be bound to recognizes such executor or administrator shall have of a succession certificate unless such executor or administrator shall have first obtained Probate, Letters of Administration or other legal representation as the case may be, from duly constituted



Court in India, or from any authority empowered by any law to grant such other legal representation; provided that in any case, where the Board in it absolute discretion think fit, the Board may dispense with the production of Probate or Letters of Administration or other legal representation, and under the next Article, register the name of any person who claim to be absolutely entitled to the shares standing in the name of a deceased member as a member, upon such terms as to indemnity or otherwise as the Directors may deem fit.

- 47. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with those present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause or of his title, as the Board may think sufficient and upon giving such indemnity as the Directors may require, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the execution to his nominee of instrument of transfer of the shares in accordance with the Provisions herein contained, and until he does so, he shall not be free from any liability in respect of the share. The clause is herein referred to "The Transmission Clause".
- 48. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares, or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
- 49. 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 Board at it's discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the company or the Board accept any indemnity.
- 50. The Company may charge such fee for every transfer or transmission of shares of any class or denomination as the Directors may decide, from time to time. Unless the Directors so decide, the Company shall not charge any fee for registering the transfer or transmission of shares.
- 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) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to notice which may be given to them of any equitable right title, or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company; but the Company shall; nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Director shall so think fit.

INCREASE, REDUCTION AND ALTERATION IN AUTHORISED ISSUED AND SUBSCRIBED CAPITAL

- 52. The Company may from time to time in general meeting by ordinary resolution increase of authorized share capital by creation of new shares of such amount as it thinks expedient.
- 53. The company may from time to time in general meeting by special Resolution increase its subscribed share capital by issue of new shares upon such terms and conditions and with such rights and Privileges annexed there to, as by the general meeting issuing the same shall be directed and if no directions be given, as the Board shall determine, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of the assets of the company provided always that any preference shares may be issued on the terms that they are, at the option of the company, liable to be redeemed and on such terms and conditions of redemption as may be prescribed.
- 54. Except so for as may be otherwise provided by the conditions of issue or by these present, any capital raised by the creation of new shares shall be considered part of the original and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.



- 55. Notwithstanding anything contained in these Articles, in the case of the issue of redeemable Preference Shares under the Provisions of Article 52 hereof, the provisions of section 80 of the Act shall apply.
- 56. The Company may (subject to the provisions of Sections 100 to 105 of the Act), from time to time by Special Resolution reduce its share capital or any capital Redemption Reserve Account or Share Premium Account in any way authorized by law and in particular may pay off any paid-up share capital upon the footing that it may be called up again, or otherwise, and may, if and as far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.
- 57. The Company may in general meeting subject to the provisions of Companies Act alter the conditions of Memorandum as follows:
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Subdivide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum, subject nevertheless to the Provisions of the Act and of their Articles.
- (c) Cancel shares which, at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the share so cancelled.
- 58. The rights conferred upon the holders of the shares or any class issued with preferred or other right shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith, but in no respect in priority thereto.

MODIFICATION OF CLASS RIGHTS

- 59. If any time the capital by reason of the issue of preference shares or otherwise is divided into different classes of shares all or any of the right and privileges attached to each class may, subject to the provisions of Section 106 and 107 of Act, be modified, abrogated or dealt with subject to:
- (a) The consent of the holders of not less than three fourth of the issued shares of the class, or
- (b) The sanction of special resolution passed at a separate meeting of the holders of the issued shares of that class.
- (c) To every such separate meeting, provision herein contained as to general meeting shall mutatis mutandis apply.

JOINT HOLDERS

- 60. Where two or more persons are registered as the holders of any shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:
- (a) The Company shall be entitled to decline to register more than four persons as the joint holders of any share.
- (b) The joint holder of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such shares.
- (c) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title or interest in the shares but the Directors may require such evidence of death as they deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other persons.
- (d) Any one of the joint holders may give effectual receipt of any dividends or other moneys payable in respect of such shares.



- (e) Only the person whose name stands first in the Register as one of the joint holder of any share, shall be entitled to delivery of the certificate relating to such shares or to receive documents (which expression shall be deemed to include all documents referred to in Article 149) from the Company and any documents served on or sent to such person shall be deemed as good service on all the joint holders.
- (f) Any one of two or more joint holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy then one of such person so present whose name stands first or higher (as the case, may be) on the Register in respect of such share shall along be entitled to vote in respect thereof but the other or others of the joint holders shall represent at any meeting personally shall be entitled to vote in preference to joint holder present by proxy and stands first or higher (as the case may be) in the Register in respect of such shares. Several executors or administrators of a deceased member in whose (deceased member's) sole name any shares stands shall for the purpose of this sub clause be deemed joint holders.

BORROWING POWER

- 61. Subject to the provisions of Sec. 292, 58A of the Act and these Articles and without prejudice to the other powers the board shall have power to borrow from time to time at their discretion to accept deposits from members of the Company either in advance of call or otherwise and generally to raise or borrow or secure the payment or any sum of money for the purposes of the Company, provided that the aggregate of the amount borrowed (apart from temporary loans as defined in section 180 of the Companies Act, 2013, obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time, shall not, without the consent of the Company in general meeting exceed the aggregate of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specification purpose.
- 62. Subject to the provisions of the section 292 of the Act and the section 180 of the Companies Act, 2013 and these Articles, the Board may raise and secure the payment or repayments of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures, debenture stock or any mortgage or other security on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
- 63. Any bonds, stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the company.
- 64. Debentures, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- 65. Any bonds debenture or other securities may be issued at a discount, premium or otherwise and with any special privilege and conditions as to redemption, surrender, drawing allotment of shares, attending and voting at General Meeting, Provided that debentures with the right of conversion into shares shall not be issued except in conformity with the provisions of Sections 81 (3) of the Act.
- 66. Subject to the provisions of the Act and these Articles, If the Directors or any of them or any other person shall incur or be about to incur any liability as surety for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any, mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the directors or person so becoming liable as aforesaid from any loss in respect of such liability.
- 67. If any uncalled capital of the Company is include or charged by any mortgage or other security, the Directors shall subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

GENERAL MEETINGS



- 68. Subject to provisions of the Act, the Company shall hold from time to time as provided by the Act in addition to any other meetings a general meeting as its Annual General Meeting. The provisions of Section 166 of the Act shall apply to such Annual General Meetings.
- 69. Every Annual General Meeting shall be called for a time during business hours and on such day (not being a public holiday) as the Directors may from time to time determine and it shall be held either at the Office of the Company or at any other place within the City, town or village in which the Office of the Company is situated as determined by the Board.
- (a) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting.
 - (b) The Board of Directors may, whenever it thinks fit, call an Extra-ordinary General Meeting.
- 71. The Board of Directors shall on due requisition of members in accordance with Section 100 (2) of the Companies Act, 2013 to the extent applicable forthwith proceed to call an Extra-ordinary General Meeting and the provisions of Section 100 as aforesaid shall apply in respect of such meetings.
- 72. Save as permitted under Section 171 (2) of the Act, a General Meeting of the Company may be called by giving not less than twenty-one days notice in writing.
- 73. Notice of every meeting shall be given to the members and to such other person or persons as required under and in accordance with Sections 172 of the Act and 102 of the Companies Act, 2013, and it shall be served in the manner authorized by Section 53 of the Act.

PROCEEDINGS AT GENERAL MEETING

- 74. Quorum for a general meeting in accordance with the provision of section 103 of the Companies Act, 2013. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of a business.
- 75. If within half an hour from time appointed for holding a meeting of the Company, a quorum is not present, the meeting if called upon the requisition of members shall stand dissolve. In other case the meeting shall stand adjourned to the same day in the next week (not being a holiday) at the same time and place or to such other day and at such other time and place as the Board may determine.
- 76. If at any adjourned meeting also a quorum is not present within half an hour of the time appointed for holding the meeting, the members present, whatever their number (not being less than two) shall be quorum a shall have power to decide upon all the matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 77. The Chairman (if any) of the Board of directors shall, if present, preside as chairman at every general meeting whether Annual or Extraordinary but if there be no such Chairman, or in case of his absence or refusal, the Vice-Chairman, in case of his absence or refusal any one of the Director present, shall be chosen to be chairman of the meeting.
- 78. If at any meeting a quorum of members shall be present and the Chair shall not be taken by the Chairman of the Board or by the Vice-Chairman or by a Director at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of half an hour from the time appointed for holding the meeting of if before the expiration of that time all the directors shall decline to take the chair, the members present shall on a show of hands chose one of their own member to be the Chairman of the meeting.
- 79. No business shall be discussed at any General Meeting except the election of the Chairman whilst the Chair is vacant, 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.
- 80. The Chairman may with the consent of any meeting at which quorum is present and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 81. When a meeting is adjournment for thirty days or more notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment of the business to be transacted at adjourned meeting.



- 82. At any General Meeting provisions of Section 106, 107 of the Companies Act, 2013, and 179, 180 and section 184 to 185 of the Act shall apply provided that in case of equality of votes, whether a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.
- 83. Any act or resolution, which under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in a General Meeting shall be sufficiently so done or passed if effected by and ordinary resolution as defined in section 114 (1) of the Companies Act, 2013 unless either the Act or these Articles specifically require such act or resolution to be done or passed by a special resolution to be done or passed by a special resolution as defined in section 114 (2) of the Companies Act, 2013.
- 84. At every Annual General Meeting of the Company there shall be laid on the table, the Directors report and audited statement of accounts, auditor's report, the proxy register with the proxies and the Register of Directors holdings mentioned under section 307 of the Act. The Auditors report shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.
- 85. The Board shall cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of its Board of Directors or of every committee of the Board to be kept in accordance with Section 193 of the Act.
- 86. The books containing the minutes of the proceedings of general meetings of the Company shall be kept at the office of the Company, and be open to the inspection of any members as prescribed by Section 196 of the Act.

VOTE OF MEMBERS

- 87. Subject to the provision of the Act and these Articles, votes may be given either personally or by proxy or in the case of body corporate also by a representative duly authorized under Section 113 of the Companies Act, 2013, and Article 89 hereof.
- 88. Subject to the provisions of the Act (and particularly of section 87, 89 of the Companies Act, 1956 and 50 (2) of the Companies Act, 2013 thereof) and these Articles :-
- (1) Upon a show of hands every member holding equity shares and entitled to vote and present in person (including an attorney or a representative of a body corporate as mentioned in Article 89) shall have one vote.
- (2) Upon a poll the voting right of every member holding equity shares and entitled vote and present in person in person (including a body corporate present as aforesaid) or by proxy shall be in proportion to his share in the paid-up equity capital of the Company.
- (3) The voting right of every member holding preference shares, if any shall upon a show of hands or upon a poll be subjected to the provisions, limitations and restrictions laid down in sections 87 of the Act.
- 89. No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by attorney or by representative duly authorized under section 113 of the Companies Act, 2013, in which case such attorney or representative may vote on show of hands as if he were an individual member of the company.
- 90. Subject to the provisions of the Act, no member shall be entitled to voting right in respect of any shares registered in his name on which any call or other sums presently payable by him, have not been paid or in regard to which the Company has, and has exercised any right of lien. Further Provided that a member shall not have right to vote in respect of any amount paid in advance of calls on shares.
- 91. Any person entitled under the Transmission clause (Article 47 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 the meeting or adjourned meeting, as the case may be, at which he purposes to vote he shall satisfy the Board



- of his right to transfer such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- 92. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.
- 93. If any shareholder be a lunatic, idiot or non competent the vote in respect of his share or shares shall be cast by committee or other legal guardian and if any shareholder be a minor the vote in respect of his shares shall be cast 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.
- 94. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office 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.
- 95. An instrument appointing a proxy shall be in either of the forms in schedule IX to Act or a form as near thereto as circumstances admit.
- 96. If any such instrument of appointment be continued to the object of appointing proxy it shall remain permanently or for such time as the directors may determine in the custody of the Company, if embracing other objects, a copy thereof examined with the original shall be delivered to the Company to remain in their custody.
- 97. A vote cast in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous insanity or lunacy or death of the principal of revocation of the proxy as the case may be, or any power of attorney as the case may be, or power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given provided that no intimation in writing of the insanity, lunacy, death, revocation or transfer shall have been received at the office before the meeting.
- 98. Subject to the provisions of Act and these Articles no objection shall be made to the validity of any vote expect at the meeting or poll at which such vote shall be tendered and every vote, whether given personally or by proxy or by any means hereby authorized and not disallowed at such meeting or poll, shall be deemed valid for all purposes of meeting or poll whatsoever.
- 99. Subject to the provisions of the Act and these Articles the Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. Subject as aforesaid the Chairman present at the taking of a poll be the sole judge of the validity of every vote tendered at such poll.

DIRECTORS

- 100. The number of Directors shall not be less than three not more than Twelve.
- 101. The subscriber to the Memorandum and Article of Association shall be the first director of the Company
- 102. The Board may appoint an alternate director who is recommended for such appointment by a Director (hereinafter call the Original Director) act for him 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, And alternate director appointed under this Articles shall not hold office as such for a longer period than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original directorship is determined before he so returns to the said State, Any provision in the act of these article for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director.
- 103. The Board shall have power from time to time and at any time to appoint any person as a Director as an addition to the board but so that the total number of directors shall not at any time exceed the maximum number fixed by these articles. Any director so appointed shall hold



office only up to the next annual general meeting of the Company and shall then be eligible for re-appointment.

- 104. Subject to the provisions of Section 284 (5) and other applicable provisions (if any) of the Act, If the office of a director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to the provision of section 161 (4) of the Companies Act, 2013 be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date up to which the director in whose place hi is appointed would have held office if it had not been vacated an aforesaid.
- 105. A Director shall not be required to hold any qualification shares and a person may be appointed as a director notwithstanding that he holds no shares in the Company.
- 106. Subject to the provisions of Section 198, 309, 310, 311 and 314 of the Act, the remuneration payable to the directors of the Company may be hereinafter provided.

Unless otherwise determined by the company in general meeting each director shall be paid out of the funds of the Company by way or remuneration for his services in attending meeting of the directors or of any committee of directors a sum not exceeding as may be fixed by the directors from time to time for each meeting attended by him. Subject to the provisions of Section 309 (4) of the Act the director shall also be entitled to receive a commission at such rate as may from time to time be determined by the Company in general meeting but not exceeding 3 of the net profits of the Company in each financial year (to be computed in the manner prescribed in Sections 198 of the Act) in such proportion as may be determined by the directors from time to time and in default of determination in equal proportions. The Company may pay to any director who for the time being is resident out of the place at which any meeting or the director may be held who shall come to that place for the purpose of attending such meeting and also to any director in respect of any other journeys made by him for and on behalf of the Company his travelling boarding lodging and other incidental expenses in respect of such meeting and/or journeys.

- 107. If any director, being willing, shall be called upon to perform extra services or to make any special exertions for any of the purposes of Company or in giving special attention to the business of the Company of as a member of a committee of the directors, then subject to Section 198, 309 and 310 of the Act, the Directors may remunerate the director so doing either by fixed percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.
- 108. The continuing directors may act notwithstanding any vacancy in their body; but so that, subject to provisions of the Act, if the number falls below the minimum above fixed and notwithstanding the absence of a quorum, the Directors may act for the purpose of filling up vacancies or for summoning a general meeting of the Company.
- 109. Subject to section 283 (2) of the Act, the office of a director shall become vacant if:
- (a) He is found to be of unsound mind by a court of competent jurisdiction; or
- (b) He applies to be adjudicated an insolvent; or
- (c) He is adjudged an insolvent; or
- (d) He fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the Payment of the call unless the Central Government has by notification in the official gazette removed the disqualification incurred by such failures or,
- (e) He (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director, accept a loan, or any guarantee or security for a loan, from the Company in contravention of section 295 of the act, or
- (f) He absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board : or



- (g) He becomes disqualified by any order of Court (as defined in the Act) under Section 203 of the Act : or
- (h) He is removed in pursuance of Section 284 of the Act, or
- (i) He acts in contravention of Section 299 of the Act and by virtue of such contravention shall have been deemed under the Act to have vacated office; or
- (j) He is convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
- (k) He having been appointed a director by virtue of his holding office or other employment in the company, he ceases to hold such office or other employment in the company.
- 110. Subject to the provisions of the Act a director may resign his office at any time by notice in writing addressed to company or to the board of directors.
- 111. A director may become a director of any company promoted by the Company or in which it may be interested as a vendor, share holder or otherwise, and subject to the provision of the Act and these, on such director shall be accountable for benefits received as director or shareholders of such company.
- 112. The retirement of directors by rotation and filling up of vacancies caused by such retirement shall be governed by the provisions of the Act and in particular of Section 255 thereof.

PROCEEDING OF DIRECTORS

- 113. The Directors shall meet together at least once in every three months and at least four such meetings shall be held in every calendar year for the dispatch of business and may adjourn and otherwise regulate their meetings and proceedings and they think fit. Notice of every meeting the directors together with the agenda of the business to be transacted there at shall be given in writing by a director or such other officer of the company duly authorized in this behalf to every director whether within or outside India. Such notice shall be sent by registered air, mail, post or by cable so as to reach the addressee thereof in the normal course at last seven days before the date of the meeting unless all the directors agree by prior consent accorded in writing or by a cable of such meeting being held on shorter notice. Provided that where an alternate director has been appointed it shall be sufficient for purposes of this article to send notice to or obtain the consent of or such alternate director only.
- 114. The quorum for a meeting of the board of directors shall be one-third of their total number (any fraction in such one third being rounded off as one) or two directors, whichever is higher subject however to Section 287 of the Act.
- 115. If a meeting of Board cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the director or directors present at that time may fix. Notice of the adjournment of the meeting shall be given to all the directors in the manner prescribed under Article 113.
- 116. The Directors may from time to time elect one of their members to be the chairman of the board of directors and determine the period for which he is to hold office. The directors may likewise appoint a vice chairman of the Board of Directors.
- 117. All meetings of the directors shall be presided over by the chairman, if present, but if at any meeting of the directors the chairman is not present at the time appointed for holding the same, the vice chairman if present, shall preside and if he be not present at such time in that case the directors shall choose one of the directors then present to preside at the meeting.
- 118. Questions arising at any meeting shall be decided by majority of votes, and in case of an 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.
- 119. Subject to the provisions of sections 292 of the Act and section 180 of the Companies Act 2013, the Directors may delegate any of their power to committees consisting of any such member or



members of their body as they think fit, they may from time to time revoke and discharge any such committee either wholly or in part, and either as to persons or purposes, but every committee so formed shall, in the exercise of powers so delegated, 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 if done by the board. The board may from time to time fix remuneration to be paid to any member or members of their body constituting a committee appointed by the board in terms of these articles and may pay the same.

- 120. The meeting and proceeding of any such committee shall be governed by the provisions herein and/or in the Act contained for regulating the meeting ado proceeding of directors so for as the same are applicable thereto and are not superseded by any regulation made by the directors under the last preceding article.
- 121. (1) Subject to the provisions of Section 289 of the Act and except those resolutions which the Act specifically requires to be passed in Board meeting, resolutions passed by circulation without a meeting of the Board or of a committee of the board appointed under Article 119 shall subject to the provisions of sub-clause (2) hereof and of the Act be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a committee duly called and held.
 - (2) A resolution shall be deemed to have been duly passed by the board or by a committee thereof by circulation if the resolution has been circulated in draft together with the necessary papers if any to all the directors or to all the members of the committee at their respective addresses registered with the company and has been approved by a majority of the directors or members of the committee as are entitled to vote, on the resolution.
- 122. Subject to the provisions of the Act, and these Articles all acts done by any meeting of the directors or a committee of directors or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid or that they or any of these were or was disqualified to be director.

POWERS OF THE BOARD OF DIRECTORS

- 123. (I) Subject to the provisions of the Act the Board shall be entitled to exercise all such power and to do all such acts and things, as the Company is authorized to exercise and do in furtherance of its objects, specified in the Memorandum of Association for which the Company is established, except such powers as are required by the Act or the Memorandum or Articles of Association of the Company to be exercised or done by the Company in general meeting. In exercising any such powers or doing any such acts or things, the board shall be subject to the provisions contained in that behalf in the Memorandum or Articles of the Company or in any regulation not inconsistent therewith and duly made there under, including regulations made by the Company in general meeting.
 - (ii)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 been made.

MANAGEMENT

- 124. Subject to the provisions of section 197A and other applicable provisions of the Act the Company may appoint or reappoint whole-time director and manager upon such terms and conditions as it thinks fit.
- 125. (1) The directors may appoint a secretary and/or a consultant and/or an adviser on such terms, at such remuneration and upon such conditions as they may think fit and secretary or consultant or adviser so appointed may be removed by the directors.
 - (2) A director may be appointed as a secretary and/or consultant and/or adviser.
- 126. (a) Subject to Section 269 of the Act, the board may from time to time appoint one or more of their body to be managing director or managing directors of the Company, and may from time to time, remove him from office, and appoint another in his place but his appointment shall be subject to determination Ipso Facto if he ceases from any cause to be a director of the Company.



- (b) The board may from Subject to section 292 of the Act time to time entrust to and confer upon a Managing Director for the time being, such of the powers exercisable under these presents by the directors as it may think fit, and may confer each powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as it thinks expedient, and may from time to time revoke withdraw, alter or vary all or any of such powers.
- (c) The remuneration of a managing director shall be such as may from time to time be fixed by the board subject to the provisions of Section 198, 309 and 310 of the Act.
- (d) The Managing director shall not while be continues to hold that office be subjected to retirement by rotation, subject to the provisions of any contract between him and the company. He shall, however, be subjected to the same provisions as to resignations and removal as the other directors of the company and he shall Ipso Facto and immediately ceases to be a managing director, If he ceases to hold the office of the directors from any cause.
- 127. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as director and or in place of the manager or secretary.

DIVIDENDS

128. The profits of the company, subject to special right if any, relating thereto created or authorized to be created by the Memorandum or these Articles, and subject to the provisions of these articles, shall be divisible among the members in accordance with the provision of section 51 of the Companies Act, 2013. Provided always that subject as aforesaid, any capital paid up on a share during the period in respect of which a divided is declared shall unless the Board otherwise determine only entitle to the holder of such share to and apportioned amount of such dividend as from the date of payment.

Provided that there shall be no forfeiture of unclaimed dividend before the claim becomes barred by law.

- 129. 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 on some share than on others.
- 130. (1) The company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and subject to the provisions of the Act, may fit the time for payment. When a dividend has been so declared the warrant in respect thereof shall be posted within forty two days from the date of declaration to the shareholder entitled to the payment of the same.
 - (2) No larger dividend shall be declared than is recommended by the Directors, but the company in general meeting may declare a smaller dividend. Subject to the provisions of the Act and in particular Section 205 thereof, no dividend shall be payable except out of the profits of the year or any other undistributed profits of the company and the declaration of the directors as to the amount of the net profits of the company shall be conclusive.
 - (3) No dividend shall carry interest as against the company.
- 131. Subject to the provisions of the Act; the Directors may from time to time pay to the members on account of the next forthcoming years such interim dividends as in their judgment the position of the company justifies.
- 132. The Director shall transfer the amount to Retention or divider the unpaid dividend account being dividends until completion payable upon shares in respect of which any of transfer under person is under Article thereof, entitled to articles become a member, or which any person under the Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same, such amount shall be governed by the provisions of sec. 205 A of the Companies Act 1956.
- 133. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any moneys may be due or owing from him to the company in respect of such shares 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 sum of money so due from him to the company.
- 134. Subject to the provisions of the section 205A of the companies Act the dividends unclaimed for three years after having been declared shall be transferred to the general revenue account of the Central Government.



- 135. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- 136. Unless otherwise directed by any member any dividend may be paid by cheque or warrant send through the post to the registered address of the member or person entitled or in case of joint holder to the one of the first named in Register of Members in respect of the joint holding to such person and to such address as the member or joint holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and the company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto, by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.
- 137. Any general meeting declaring a dividend may make a call on the members for such amount as the meeting fixes, but so that the call on 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 that the dividend may, if so arranged between the company and the members be set off against the calls.
- 138. No dividend shall be payable except in cash, provided that nothing in this article shall be deemed to prohibit the capitalization of profits or reserves of the company for the purpose of issuing fully made up bonus shares or paying up any amount for the time being unpaid on any share held by the member of the Company.

CAPITALISATION

- 139. (1) The Board of Directors (which the term shall include any committee thereof) in their complete discretion may in any Board Meeting resolve that any amount standing to the credit of the shares Premium Account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realization 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 may be capitalized. Any such amount (excepting the amount standing to the credit of the Shares Premium and/or the Capital Redemption Reserve Account) may be capitalized:
- (a) By the issue and distribution as fully paid shares of the Company, or
- (b) By crediting the 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. Provided that any Shares Premium Account and Capital Redemption Reserve Account may be applied in:
- (i) Paying up unissued shares of the company to be issued to members of the Company as fully paid bonus shares;
- (ii) In writing off the preliminary expenses of the Company;
- (iii) In writing off the expenses of, the commission paid or discount allowed on any issue of shares of the Company; or
- (iv) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.
- (2) Such issue and distribution under Sub-clause (1) (a) above and such payment to the credit of unpaid share capital under sub-clause (1) (b) above shall be made to, among and in favour of the member or any class of them entitled thereto 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) payment under sub-clause (1) (b) above shall be made on the footing that such member become entitled thereto as capital.
- (3) The Director shall give effect to any such resolution and apply such portion of the profit, General Reserve Fund or any other fund or account as aforesaid as may be required for the purpose 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 purposes of paying, in whole or in part, amount remaining unpaid on the paid up capital 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 interest in the capitalized 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.
- (5) Subject to the provisions of the Act and these Articles, in case where some of the shares of the Company are fully paid and others are partly paid only such capitalization may be effected by distribution of further shares in respect of the fully paid shares, and/or 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 in payment of such further shares and in the extinguishing or diminution of the liability on the partly paid shares shall be applied prorate in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
- (6) When deemed requisite a proper contract shall be filled with Registrar of Companies in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled aforesaid and such appointment shall be effective.

ACCOUNT

- 140. The Company shall keep proper books of accounts as required by the Act and in particular under Section 208 thereof.
- 141. The Director shall, from time to time, determine whether and to what extent and at what times and place and under what conditions or regulations the accounts, books and documents of the Company or any of them shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any accounts, books or documents of the Company except as conferred by the statute or authorized by the Directors or by a resolution of the Company in general meeting.
- 142. The Board of Directors shall lay before each annual General Meeting a duly authenticated Balance Sheet and profit and Loss Account along with its report made up in accordance with the provisions of Article 145.
- 143. (1) Save as provided by sub-clause (2) every Balance Sheet and every profit and Loss Account of the Company shall be signed on behalf of the Board of Directors by its secretary, if any by not less than two Directors of the company, one of whom shall be the Managing Director, if there is or are any.
 - (2) The Balance Sheet and the Profit and Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to Auditors for their report thereon.
- 146. The profit and Loss Account shall be annexed to the Balance Sheet and Auditor's Report (including the Auditor's separate, Special or supplementary report, if any) shall be attached thereto and be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 219 of the Act.
- 144. (1) Every Balance Sheet laid before the Company in Annual General Meeting, shall have attached to it a Report by the Board of Directors with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve in such Balance Sheet, the amount, if any, which it recommends to be paid by way of dividend; and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the Report.
 - (2) The report, shall, so far as it is material for the appreciation of the state on the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries, deal with any changes which have occurred during the financial year in the nature of the Company's business, in the Company's subsidiaries or in the nature of the business carried on by them, and generally in the classes of business in which the Company has an interest.



- (3) The Board shall also give the fullest information and explanation in its Report or in case falling under the provision to Section 222 of the Act in an addendum to the Report, on very reservation, qualification or adverse remark contained in the Auditor's Report.
- (4) The Board's Report and addendum (if any), thereto shall be signed by its Chairman if he is authorized, shall be signed by such number of Directors as are required to sign the Balance sheet and the profit and Loss Account of the Company by virtue of sub-clause (1) of Article 145.
- (5) The Board shall have the right to change any person not being a Director with the duty of seeing that the provisions of sub-clause (1) and (3) of this Article are complied with.
- 145. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by a general meeting shall be conclusive.

AUDIT

- 146. Every Balance Sheet and Profit and Loss Account shall be audited by one or more auditors to be appointed as hereinafter mentioned.
- 147. (a) Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the auditors of the company.
 - (b) The First auditor or auditors of the company shall be appointed by the directors within one month of the date of registration of the company and the auditor or auditors so appointed shall hold office until the conclusion of the first annual general meeting of the company.
 - (c) The company at each annual general meeting shall appoint an auditor or auditors to hold office until the next annual general meeting and their appointment, remuneration, rights and duties shall be regulated by Sections 224 to 227 of the Act.
 - (d) Where the Company has a branch office the provisions of Section 228 of the Act shall apply.
 - (e) All notices of and other communication relating to any General Meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the auditors of the company and the auditors shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor.
 - (f) The auditor's report shall be read before the company in General Meeting and shall be open to inspection by any member of the company.

DOCUMENTS AND SERVICE OF DOCUMENTS

- 148. A document (which expression for this purposes shall be deemed to include and shall include any summon, notice, requisition, process, order, judgment or any other document in relation to or in the winding up of the company, may be served or sent by the company on or to any member in the manner prescribed by Section 53 of the Act.
- 149. Every person, who by operation of law, transfer or by other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such shares which, previously to his name and address being entered on the register shall have been duly served on or sent to the person from whom he derives his title to such shares.
- 150. All notices to be given on the part of members shall be left at or sent by registered post or under certificate of posting to the registered office of the company.
- 151. Any notice to be given by the company shall be signed such director or secretary or officer as the board may appoint. The signature on any notice to be given by the company may by written or printed or lithographed or be affixed by any other mechanical means.

AUTHENTICATION OF DOCUMENTS

152. Save as otherwise expressly provided in the Act or these articles, a document or proceeding requiring authentication by the company may be signed by a director or secretary or an authorized officer of the company and need not be under its seal.

WINDING UP

153. If the company shall be 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 (other than the amount of calls paid in advance) 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 the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, or which ought to have been paid on the shares held by them respectively, But this clause is to be without prejudice to the right of the holders of shares issued upon special terms and condition.

- 154. (1) If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property, of the same kind or not.
 - (2) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different class of members.
 - (3) The Liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefits of the contributories as, the Liquidator, with the like sanction, thinks fit but so that no member shall be complied to accept any shares or other securities whereon there is any liability.



SECTION XI- OTHER INFORMATION

MATERIAL CONTRACTS & DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which have been attached to the copy of the Prospectus will also be delivered to the Registrar of Companies, NCT of Delhi and Haryana for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company, from 10.00 a.m. to 2.00 p.m. on working days from the date of the Prospectus until the date of closure of the Issue.

A. Material Contracts:

- Memorandum of Understanding dated January 27, 2014 between our Company and the Lead Manager.
- 2. Memorandum of Understanding dated January 27, 2014 between our Company and the Registrar to the Issue.
- 3. Banker to the Issue/Escrow Agreement dated March 05, 2014 between our Company, the Lead Manager, the Bankers to the Issue and Registrar to the Issue.
- 4. Market Making agreement dated January 27, 2014, between our Company, Lead Manager and Market Maker.
- 5. Underwriting Agreement dated February 22, 2014 between our Company and the Lead Manager.

B. Documents for Inspection.

- 1. Certificate of Incorporation dated May 28, 2009 issued by the Registrar of Companies, NCT of Delhi and Haryana to Shri Krishna Prasadam Private Limited.
- 2. Fresh Certificate of Incorporation dated December 24, 2013 issued by the Registrar of Companies, Delhi and Haryana, pursuant to change of name of the Company to Shri Krishna Prasadam Limited.
- 3. Memorandum and Articles of Association of the Company.
- 4. Tripartite agreement dated January 21, 2014, between NSDL, the Company and the Registrar to the Issue;
- 5. Tripartite agreement dated January 31, 2014, between CDSL, the Company and the Registrar to the Issue.
- Copy of the resolution passed by the Board of Directors at their meeting held on January 01, 2014 approving the proposed public issue.
- 7. Copy of the special resolution passed pursuant to Section 81(1A) of the Companies Act, 1956 in the Extra-ordinary General Meeting of the Company held on January 25, 2014 approving the Initial Public Offering.
- 8. Copy of the Certificate dated February 01, 2014 from the Rishi Arora, Chartered Accountant, regarding the sources and deployment of funds.
- 9. Consents of the Promoters, Directors, Lead Manager, Market Maker, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditors, Bankers to the Company, Bankers to the Issue, Refund Banker and Company Secretary & Compliance Officer to act in their respective capacities and for inclusion of their names in the Prospectus.
- 10. Consent of the M/s Goel Mintri & Associates, Chartered Accountants, for inclusion of their examination reports on restated financial statements as at and for the years ended March 31, 2013, 2012, 2011 and 2010, and for the ten months period ended January 31, 2014 in the form and context in which they appear in the Prospectus.



- 11. Examination Report issued by M/s Goel Mintri & Associates, Chartered Accountants, dated February 05, 2014 in connection with the restated financial statements of our Company as at and for the years ended March 31, 2013, 2012, 2011 and 2010, and for the ten months period ended January 31, 2014, as included in the Prospectus.
- 12. Certificate dated February 05, 2014, from Mr. Rishi Arora, Chartered Accountant, regarding the Statement of Tax Benefits.
- 13. Annual Reports of the Company for the last five Financial Years.
- 14. Due Diligence certificate dated March 04, 2014 to submitted by the Lead Managers to SEBI along with the Prospectus.
- 15. Copy of approval from BSE vide letter dated March 03, 2014 to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of the BSE.

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 the 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.



DECLARATION

We certify that all the relevant provisions of the Companies Act and the guidelines issued by the Government of India or the Regulations issued by 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, the Securities and Exchange Board of India Act, 1992 or the rules made thereunder or guidelines/regulations issued, as the case may be. We further certify that all approvals and permissions required to carry on the business of our Company have been obtained, are currently valid and have been complied with. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Kulbhushan Parashar

Whole Time Director

Ramesh Kashyap

Non Executive and Independent Director

Arun Saldi

Non Executive and Independent Director

Dashmeet Kaur

Company Secretary and Compliance Officer

Place: New Delhi Date: March 05, 2014